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("Restricted Stock") held by executive officers of the Company, including Restricted Stock held by the Company's principal executive officer, principal financial officer and other named executive officers as follows:

Name	Title	Number of Shares of Restricted Stock	Market Value on the Vesting Date (1)
Paul R. Sinsheimer	President, Chief Executive Officer and Chairman	440,835	\$12,140,596
Steven F. Groth	Senior Vice President and Chief Financial Officer	129,812	\$3,575,022
John V. Golio	Executive Vice President	160,562	\$4,421,877
James H. Mayes, Jr.	Executive Vice President	206,875	\$5,697,338
Troy H. Geisser	Senior Vice President and Secretary	151,750	\$4,179,195

(1) Calculated by multiplying the number of shares by \$27.54; the closing price of the Company's common stock on the vesting date.

The Restricted Stock was granted to the executive officers pursuant to awards made at various times under the Company's (i) Amended and Restated 1998 Stock Option/Restricted Stock Plan (ii) 2006 Stock Incentive Plan or (iii) Amended and Restated 2001 Management Incentive Plan, and was subject to vesting based on either or both (i) the continued service of the executive officer until a specified date or dates (a "service-based condition") and (ii) the achievement of an established performance objective (a "performance-based condition"). Under the original terms of these awards, all of the awards would have vested immediately before the closing of the Merger, without regard to the satisfaction of the applicable service-based or performance-based conditions.

The Committee took this action to eliminate (i) the excise tax the executive officers may have incurred on payments they are entitled to receive in connection with the Merger considered excess parachute payments under section 280G of the Internal Revenue Code and (ii) the corresponding "gross-up" payments People's United may have incurred to the executive officers under the employment arrangements the executive officers entered into with People's United that would take effect at the closing of the Merger. People's United consented to the accelerated vesting of the Restricted Stock.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FINANCIAL FEDERAL CORPORATION

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(Registrant)

By: /s/ Steven F. Groth

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Senior Vice President and  
Chief Financial Officer  
(Principal Financial  
Officer)

January 4, 2010

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(Date)