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FIRST FINANCIAL FUND INC  
Form N-PX  
August 30, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-04605

First Financial Fund, Inc.  
(Exact name of registrant as specified in charter)

1680 38th Street, Suite 800  
Boulder, CO 80301  
(Address of principal executive offices) (Zip code)

Stephen C. Miller  
1680 38th Street, Suite 800  
Boulder, CO 80301  
(Name and address of agent for service)

Registrant's telephone number, including area code: (303) 444-5483

Date of fiscal year end: March 31

Date of reporting period: July 1, 2003 - June 30, 2004

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

PROXY VOTING RECORD  
FOR PERIOD JULY 1, 2003 TO JUNE 30, 2004

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Name of Issuer	Ticker Symbol	CUSIP	Shldr Meeting Date	Record Date	Mtg Type	Description of Matter to be Voted On
ParkVale Financial Corporation	PFC	701492100	10/23/03	8/25/03	Annual	1 Election of the nominees as Directors Appointment of Ernst & Young as the Corporation's Independent Auditors for Fiscal 2004.
ParkVale Financial Corporation	PFC	701492100	10/23/03	8/25/03	Annual	2 Election of the nominees as Directors The ratification of the appointment of Crowe Chizek and Company, LLC as auditors for the year ending June 30, 2004.
Chesterfield Financial Corporation	CFSL	166435107	11/18/03	10/1/03	Annual	1 Election of the nominees as Directors The ratification of the appointment of Crowe Chizek and Company, LLC as auditors for the year ending June 30, 2004.
Chesterfield Financial Corporation	CFSL	166435107	11/18/03	10/1/03	Annual	2 Election of the nominees as Directors The approval of the appointment of Deloitte & Touche, LLP as independent auditors for the fiscal year ending June 30, 2004.
Provident Financial Holdings	PROV	743868101	11/18/03	10/13/03	Annual	1 The adoption of the 2003 stock option plan
Provident Financial Holdings	PROV	743868101	11/18/03	10/13/03	Annual	2 To approve the proposal to amend the Company's restated Certificate of Incorporation to increase the authorized common stock
Provident Financial Holdings	PROV	743868101	11/18/03	10/13/03	Annual	3 The election of two directors of the Savings Bank: Michael R. Melvin and Joseph P. Valore The ratification of the appointment of Crowe, Chizek and Company LLP as auditors for the Savings Bank for the
Countrywide Financial Corporation	CFC	222372104	1/9/04	11/28/03	Special	1
Perpetual Federal Savings Bank	PFOH	714273109	1/21/04	11/24/03	Annual	1
Perpetual						

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Federal Savings Bank	PFOH	714273109	1/21/04	11/24/03	Annual	2	fiscal year ending September 30, 2004.
St. Landry Financial Corporation	SLAN	790851109	1/27/04	12/16/03	Annual	1	The election of four directors of the company The ratification of the appointment of John S. Dowling & Company as the auditor of the Company for the fiscal year ending September 30, 2004.
St. Landry Financial Corporation	SLAN	790851109	1/27/04	12/16/03	Annual	2	fiscal year ending September 30, 2004.  Approval and adoption of the agreement and plan of reorganization, dated as of October 16, 2003, by and between Pacific Crest Capital, Inc. ("Pacific Crest Capital"), and Pacific Capital Bancorp ("Pacific Capital Bancorp").
Pacific Crest Capital, Inc.	PCCI	694166109	2/6/04	12/26/03	Special	A	
Northeast Pennsylvania Financial Corp.	NEPF	663905107	2/19/04	12/29/03	Annual	1	Election of four directors Approval of the Northeast Pennsylvania Financial Corp. 2004
Northeast Pennsylvania Financial Corp.	NEPF	663905107	2/19/04	12/29/03	Annual	2	Stock Plan Ratification of the appointment of KPMG LLP as independent auditors for the fiscal year ending September 30, 2004
Northeast Pennsylvania Financial Corp.	NEPF	663905107	2/19/04	12/29/03	Annual	3	September 30, 2004  Approval and adoption of the Merger Agreement and Plan of Merger, dated October 28, 2003, between the company and HFB Merger Corp., a wholly owned subsidiary of the Company as described in the Proxy Statement, dated January 15, 2004
HFB Financial Corporation	HFBA	40417C106	2/24/04	1/14/04	Special	1	
Charter Financial Corporation	CHFN	16122M100	2/25/04	12/31/03	Annual	1	Election of John W. Johnson, Jr. and William B. Hudson as Directors
Bank of America Corporation	BAC	060505104	3/17/04	1/26/04	Special	1	Adoption of the merger agreement Adoption of Bank of America's Amended
Bank of America							

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Corporation	BAC	060505104	3/17/04	1/26/04	Special	2	Stock Plan Adoption of an amendment to increase the number of authorized shares of
Bank of America Corporation	BAC	060505104	3/17/04	1/26/04	Special	3	Bank of America common stock Approval of proposal to adjourn the Bank of America special meeting, if necessary, to solicit additional
Bank of America Corporation	BAC	060505104	3/17/04	1/26/04	Special	4	proxies
Fleetboston Financial Corporation	FBF	339030108	3/17/04	1/26/04	Special	1	Approval of the Merger Agreement Approval of proposal to adjourn the Fleetboston Special Meeting if necessary, to solicit additional
Fleetboston Financial Corporation	FBF	339030108	3/17/04	1/26/04	Special	2	shares
Abington Bancorp, Inc.	ABBK	00350P100	3/25/04	2/5/04	Special	1	To approve and adopt the Agreement and Plan of Merger dated as of October 20, 2003 among Seacoast Financial Services Corporation, Coast Merger Sub Corporation and Abington Bancorp, Inc. To adjourn the Special Meeting to a later date or dates, if necessary to permit further solicitation of proxies in the event there are not sufficient votes at the time of the Special Meeting to approve and adopt the Agreement and Plan of
Abington Bancorp, Inc.	ABBK	00350P100	3/25/04	2/5/04	Special	2	Merger
Federal Home Loan Mortgage Corp (Freddie Mac)	FRE	313400301	3/31/04	2/20/04	Annual	1	Election of twelve (12) directors Ratification and appointment of PricewaterhouseCoopers LLP as independent auditors
Federal Home Loan Mortgage Corp (Freddie Mac)	FRE	313400301	3/31/04	2/20/04	Annual	2	
Hanmi Financial Corporation		410495105	4/7/04	2/10/04	Special	1	Issuance of common stock
Pacific Union							

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Bank		695025106	4/7/04	2/10/04	Special	1	Approval of merger
							To approve the sale of Medical Office Properties, Inc.'s medical office building portfolio to CNL Retirement Properties, Inc.
Medical Office Properties, Inc.		58462U201	4/14/04		Special	1	To approve the sale of Medical Office Properties, Inc.'s long-term care portfolio to LTC Acquisition LLC.
Medical Office Properties, Inc.		58462U201	4/14/04		Special	2	An amendment to Medical Office Properties, Inc.'s charter to eliminate the right of an objecting shareholder of our company to demand and receive the fair value of such stockholder's shares upon the occurrence of certain events, including without limitation, the sale of Medical Office Properties, Inc.'s medical office building portfolio.
Medical Office Properties, Inc.		58462U201	4/14/04		Special	3	
Trustmark Corporation	TRMK	898402102	4/20/04	2/20/04	Annual	1	Election of twelve (12) directors
Cardinal Financial Corporation	CFNL	14149F109	4/21/04	3/8/04	Annual	1	Election of four (4) directors
Cardinal Financial Corporation	CFNL	14149F109	4/21/04	3/8/04	Annual	2	Approve the Company's 2002 Equity Compensation Plan, as amended and restated
Cardinal Financial Corporation	CFNL	14149F109	4/21/04	3/8/04	Annual	3	Ratify the appointment of KPMG LLP as the Company's independent auditors for 2004
First Indiana Corporation	FINB	32054R108	4/21/04	2/12/04	Annual	1	Election of Robert H. McKinney and Michael L. Smith as Directors
First Indiana Corporation	FINB	32054R108	4/21/04	2/12/04	Annual	2	Proposal to ratify selection of KPMG LLP as independent auditors for 2004
First Pactrust Bancorp, Inc.	FPTB	33589V101	4/21/04	3/12/04	Annual	1	Election of two (2) directors
Hibernia Corporation	HIB	428656102	4/21/04	2/25/04	Annual	1	Election of four (4) directors

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Hibernia Corporation	HIB	428656102	4/21/04	2/25/04	Annual	2	Ratify the appointment of Ernst & Young LLP as independent auditors for the Company for 2004
Ohio Casualty Corporation	OCAS	677240103	4/21/04	3/1/04	Annual	1	Election of three (3) directors
Ohio Casualty Corporation	OCAS	677240103	4/21/04	3/1/04	Annual	2	To consider and vote upon a shareholder proposal regarding the compensation for senior executives
River Valley Bancorp	RIVR	768475105	4/21/04	2/26/04	Annual	1	Election of Jonnie L. Davis and Charles J. McKay as directors
Westbank Corporation	WBKC	957116106	4/21/04	3/1/04	Annual	2	To approve the Westbank Corporation 2004 Recognition and Retention Plan
Westbank Corporation	WBKC	957116106	4/21/04	3/1/04	Annual	3	Ratify the appointment of Grant Thornton LLP as the Corporation's independent public accountants for the fiscal year ending December 31, 2004
Westbank Corporation	WBKC	957116106	4/21/04	3/1/04	Annual	1A	To elect Roland O. Archambault for a three-year term
Westbank Corporation	WBKC	957116106	4/21/04	3/1/04	Annual	1B	To elect Donald R. Chase for a three-year term
Westbank Corporation	WBKC	957116106	4/21/04	3/1/04	Annual	1C	To elect George R. Sullivan for a three-year term
Fidelity Southern Corporation	LION	316394105	4/22/04	3/5/04	Annual	1	Election of seven (7) directors
FirstFed America Bancorp, Inc.	FAB	337929103	4/22/04	3/3/04	Special	1	Approve and adopt the Agreement and Plan of Merger by and between Firstfed America Bancorp, Inc. and Webster Financial Corporation, which provides, among other things, for the merger of Firstfed America with and into Webster. Such other matters as may come before the special meeting of shareholders and any adjournments thereof, including whether to

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FirstFed America Bancorp, Inc.	FAB	337929103	4/22/04	3/3/04	Special	2	adjourn the special meeting to solicit additional votes in favor of the merger agreement.
Provident Bancorp, Inc.	PBCP	74383A109	4/22/04	3/15/04	Annual	1	Election of four (4) directors Ratification of the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending September 30, 2004
Provident Bancorp, Inc.	PBCP	7483A109	4/22/04	3/15/04	Annual	2	
Southwest Bancorp, Inc.	OKSB	844767103	4/22/04	3/5/04	Annual	1	Election of four (4) directors Amendment of 1999 Stock Option Plan to increase the number of shares of common stock authorized to be issued under the plan from 1,260,000 to 1,760,000
Southwest Bancorp, Inc.	OKSB	844767103	4/22/04	3/5/04	Annual	2	
Metrocorp Bancshares, Inc.	MCBI	591650106	4/23/04	3/18/04	Annual	1	Election of six (6) directors Ratification of the appointment of PricewaterhouseCoopers LLP as the independent auditors for the year ending December 31, 2004
Metrocorp Bancshares, Inc.	MCBI	591650106	4/23/04	3/18/04	Annual	2	
First Citizens Bancshares, Inc.	FCNCA	31946M103	4/26/04	3/11/04	Annual	1	Election of twenty-one (21) directors
Rainier Pacific Financial Group, Inc.	RPFPG	75087U101	4/26/04	3/5/04	Annual	1	Election of nine (9) directors
Rainier Pacific Financial Group, Inc.	RPFPG	75087U101	4/26/04	3/5/04	Annual	2	The adoption of the 2004 Stock Option Plan
Rainier Pacific Financial Group, Inc.	RPFPG	75087U101	4/26/04	3/5/04	Annual	3	The adoption of the 2004 Management Recognition Plan
CFS Bancorp Inc.	CITZ	12525D102	4/27/04	3/5/04	Annual	1	Election of two (2) directors
Chubb Corporation	CB	171232101	4/27/04	3/8/04	Annual	1	Election of fifteen (15) directors Approve the adoption of the Chubb Corporation Long-Term Stock Incentive Plan (2004)
Chubb Corporation	CB	171232101	4/27/04	3/8/04	Annual	2	Approve the adoption of the Chubb

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Chubb Corporation	CB	171232101	4/27/04	3/8/04	Annual	3	Corporation Long-Term Stock Incentive Plan for Non-Employee Directors (2004 Ratify the appointment of Ernst & Young LLP as independent auditors for 2004
Chubb Corporation	CB	171232101	4/27/04	3/8/04	Annual	4	Shareholder proposal
Chubb Corporation	CB	171232101	4/27/04	3/8/04	Annual	5	
Firstfed Bancorp, Inc.	FFDB	33761Q102	4/27/04	3/10/04	Annual	1	Election of B.K. Goodwin, III and James E. Mulkin as directors Ratification of the appointment of KPMG LLP as independent auditors for the Company for the fiscal year ending December
Firstfed Bancorp, Inc.	FFDB	33761Q102	4/27/04	3/10/04	Annual	2	31, 2004
Golden West Financial Corporation	GDW	381317106	4/27/04	3/1/04	Annual	1	Election of three (3) directors Increase the number of authorized shares of common stock from 200,000,000 to
Golden West Financial Corporation	GDW	381317106	4/27/04	3/1/04	Annual	2	600,000,000 Ratification of the selection of Deloitte & Touche LLP to serve as the company's independent outside auditors for the year ending December 31,
Golden West Financial Corporation	GDW	381317106	4/27/04	3/1/04	Annual	3	2004
HMN Financial Inc.	HMNF	40424G108	4/27/04	3/2/04	Annual	1	Election of three (3) directors Ratification of the appointment of KPMG LLP as the auditors of the Company for the fiscal year ending
HMN Financial Inc.	HMNF	40424G108	4/27/04	3/2/04	Annual	2	December 31, 2004
BostonFed Bancorp, Inc.	BFD	101178101	4/28/04	3/5/04	Annual	1	Election of three (3) directors Ratification of appointment of KPMG LLP as independent auditors for the fiscal year ending
BostonFed Bancorp, Inc.	BFD	101178101	4/28/04	3/5/04	Annual	2	December 31, 2004
City National Corporation	CYN	178566105	4/28/04	3/1/04	Annual	1	Election of three (3) directors Proposal to approve the Amended and Restated 2002 Omnibus
City National Corporation	CYN	178566105	4/28/04	3/1/04	Annual	2	Plan

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City National Corporation	CYN	178566105	4/28/04	3/1/04	Annual	3	Proposal to approve the Amended and Restated 1999 Variable Bonus Plan
Downey Financial Corp.	DSL	261018105	4/28/04	2/27/04	Annual	1	Election of three (3) directors
Downey Financial Corp.	DSL	261018105	4/28/04	2/27/04	Annual	2	Ratify appointment of KPMG LLP as auditors for the year 2004
Fidelity Federal Bancorp	FFED	315921106	4/28/04	2/25/04	Annual	1	Election of eight (8) directors
Fidelity Federal Bancorp	FFED	315921106	4/28/04	2/25/04	Annual	2	Ratification of accountants: ratify the appointment of BKD LLP as independent public accountants for the year ending December 31, 2004
Iberiabank Corporation	IBKC	450828108	4/28/04	3/16/04	Annual	1	Election of four (4) directors
Iberiabank Corporation	IBKC	450828108	4/28/04	3/16/04	Annual	2	Ratification of the appointment of Castaing, Hussey & Lolan, LLC as independent auditors for 2004
UnionBanCal Corporation	UB	908906100	4/28/04	3/1/04	Annual	1	Election of fifteen (15) directors
UnionBanCal Corporation	UB	908906100	4/28/04	3/1/04	Annual	2	To amend the 1997 UnionBanCal Corporation performance share plan
UnionBanCal Corporation	UB	908906100	4/28/04	3/1/04	Annual	3	Ratify selection of independent auditors, Deloitte & Touche LLP for 2004
UnionBanCal Corporation	UB	908906100	4/28/04	3/1/04	Annual	4	To approve a stockholder proposal regarding cumulative voting
Woronoco Bancorp	WRO	981630106	4/28/04	3/1/04	Annual	1	Election of four (4) directors
Woronoco Bancorp	WRO	981630106	4/28/04	3/1/04	Annual	2	Approval of the Woronoco Bancorp, Inc. 2004 Equity Compensation Plan
Woronoco Bancorp	WRO	981630106	4/28/04	3/1/04	Annual	3	Ratification of the appointment of Wolf & Company, P.C. as independent auditors for the fiscal year ending December 31, 2004
Boston Private Financial Holdings	BPFH.OQ	101119105	4/29/04	3/3/04	Annual	1	Election of four (4) directors

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Boston Private Financial Holdings	BPFH.OQ	101119105	4/29/04	3/3/04	Annual	2	Approve a new stock option and incentive plan for officers, employees, nonemployee directors and other key persons of the Company and its subsidiaries
Boston Private Financial Holdings	BPFH.OQ	101119105	4/29/04	3/3/04	Annual	3	Approve the Boston Private Financial Holdings Annual Executive Incentive Plan
CB Bancshares, Inc.	CBBI	124785106	4/29/04	3/22/04	Annual	1	Election of three (3) directors
Greenpoint Financial Corp.	GPT	395384100	4/30/04	3/19/04	Annual	1	Election of three (3) directors
Greenpoint Financial Corp.	GPT	395384100	4/30/04	3/19/04	Annual	2	Ratification of appointment of PricewaterhouseCoopers LLP as independent auditor for the year ending December 31, 2004
Trico Bancshares	TCBK	896095106	5/4/04	3/8/04	Annual	1	Election of eleven (11) directors
Trico Bancshares	TCBK	896095106	5/4/04	3/8/04	Annual	2	To approve the proposal to amend the company's articles of incorporation to increase by 30,000,000 the number of authorized shares of common stock from 20,000,000 to 50,000,000
Trico Bancshares	TCBK	896095106	5/4/04	3/8/04	Annual	3	To approve the proposal to amend the company's 2001 stock option plan to increase by 450,000 the number of shares which may be granted under the plan.
Trico Bancshares	TCBK	896095106	5/4/04	3/8/04	Annual	4	To approve a proposal to ratify the selection of KPMG LLP as the independent public accountants of the company for 2004
Franklin Bank Corp		352448104	5/5/04	3/22/04	Annual	1	Election of three (3) directors
Franklin Bank Corp		352448104	5/5/04	3/22/04	Annual	2	Ratification of the appointment of Deloitte & Touche LLP as independent auditors for 2004

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Online Resources Corporation	ORCC	68273G101	5/5/04	3/15/04	Annual	1	Election of three (3) directors Proposal to ratify the appointment of Ernst & Young LLP as independent public accountants for the year ending December
Online Resources Corporation	ORCC	68273G101	5/5/04	3/15/04	Annual	2	31, 2004 Proposal to approve the agreement and plan of merger, dated as of February 4, 2004, by and between Southtrust of Alabama, Inc. and FloridaFirst Bancorp, Inc.
FloridaFirst Bancorp, Inc.	FFBK	343258109	5/7/04	3/23/04	Special	1	Inc.
Commercial Federal Corporation	CFB	201647104	5/11/04	3/24/04	Annual	1	Election of four (4) directors Ratification of appointment of Deloitte & Touche LLP as independent auditors for the year ending December 31,
Commercial Federal Corporation	CFB	201647104	5/11/04	3/24/04	Annual	2	2004
FNB Corp.	FNBN	302519103	5/11/04	3/25/04	Annual	1	Election of four (4) directors
Meadowbrook Insurance Group, Inc.	MIG	58319P108	5/11/04	3/16/04	Annual	1	Election of five (5) directors
Meadowbrook Insurance Group, Inc.	MIG	58319P108	5/11/04	3/16/04	Annual	2	Ratification of appointment of independent accountant Approval of the amendment and restatement of the 1995 and 2002 stock option plans to permit restricted stock awards.
Meadowbrook Insurance Group, Inc.	MIG	58319P108	5/11/04	3/16/04	Annual	3	
Resource America, Inc.	REXI	761195205	5/11/04	3/15/04	Annual	1	Election of two (2) directors In their discretion, the proxies are authorized to vote upon such other business as may properly be brought before the meeting or any adjournment thereof
Resource America, Inc.	REXI	761195205	5/11/04	3/15/04	Annual	2	
Direct General Corporation	DRCT	25456W204	5/12/04	3/29/04	Annual	1	Election of one (1) director
First Republic							Election of four (4)

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Bank	FRC	336158100	5/12/04	3/26/04	Annual	1	directors To amend First Republic's 2003 restricted stock plan to increase the number of shares that are authorized by 450,000
First Republic Bank	FRC	336158100	5/12/04	3/26/04	Annual	2	To ratify selection of KPMG LLP as independent auditors for the year ending December 31, 2004
First Republic Bank	FRC	336158100	5/12/04	3/26/04	Annual	3	
Bank of Oak Ridge	BKOR	064180102	5/13/04	2/27/04	Annual	1	Election of four (4) directors Ratification of Larrowe & Company PLC as the bank's independent auditor for the fiscal year ending December 31, 2004
Bank of Oak Ridge	BKOR	064180102	5/13/04	2/27/04	Annual	2	The approval of an amendment to the bank's articles of incorporation to reduce the par value of the bank's common stock from \$5.00 per share to \$3.00 per share
Bank of Oak Ridge	BKOR	064180102	5/13/04	2/27/04	Annual	3	The approval of an amendment to the Bank of Oak Ridge employee stock option plan
Bank of Oak Ridge	BKOR	064180102	5/13/04	2/27/04	Annual	4	The approval of an amendment to the Bank of Oak Ridge director stock option plan
Bank of Oak Ridge	BKOR	064180102	5/13/04	2/27/04	Annual	5	
CCF Holding Company	CCFH	12487X104	5/13/04	4/2/04	Annual	1	Election of three (3) directors Ratification of the appointment of Porter Keadle Moore, LLP as independent auditors for the fiscal year ending December 31, 2004
CCF Holding Company	CCFH	12487X104	5/13/04	4/2/04	Annual	2	
Penn-America Group, Inc.	PNG	707247102	5/13/04	3/31/04	Annual	1	Election of seven (7) directors To approve an amendment to the company's Certificate of Incorporation to increase authorized common stock from 20,000,000 to 30,000,000 shares
Penn-America Group, Inc.	PNG	707247102	5/13/04	3/31/04	Annual	2	
Bimini Mortgage							Election of one (1)

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Management, Inc. Bimini Mortgage Management, Inc.		09031E202	5/14/04	4/2/04	Special	1	director Election of one (1)
		09031E202	5/14/04	4/2/04	Special	1	director Proposal to approve the amendment to the articles of incorporation of the company
Bimini Mortgage Management, Inc.		09031E202	5/14/04	4/2/04	Special	2	Proposal to approve the amendments to the Articles of Incorporation of the company
Bimini Mortgage Management, Inc.		09031E202	5/14/04	4/2/04	Special	2	company
Coast Financial Holdings, Inc.	CFHI	190354100	5/18/04	3/19/04	Annual	1	Election of eight (8) directors
Coast Financial Holdings, Inc.	CFHI	190354100	5/18/04	3/19/04	Annual	2	Approval and ratification of the plan amendments
First Regional Bancorp	FRGB	33615C101	5/18/04	3/31/04	Annual	1	Election of four (4) directors
First Regional Bancorp	FRGB	33615C101	5/18/04	3/31/04	Annual	2	To transact such other business as may come before the meeting
Ocwen Financial Corporation	OCN	675746101	5/18/04	3/18/04	Annual	1	Election of seven (7) directors
Ocwen Financial Corporation	OCN	675746106	5/18/04	3/18/04	Annual	2	Ratification of the appointment of PricewaterhouseCoopers LLP as the independent auditor for the year ending December 31, 2004
Hamni Financial Corporation		410495105	5/19/04	4/5/04	Annual	1	Election of two (2) directors
Hamni Financial Corporation		410495105	5/19/04	4/5/04	Annual	2	Increase the number of authorized shares of common stock from 50 million shares to 200 million shares
Accredited Home Lenders Holding Co.	LEND	00437P107	5/20/04	3/26/04	Annual	1	Election of two (2) directors
Accredited Home Lenders Holding Co.	LEND	00437P107	5/20/04	3/26/04	Annual	2	To ratify the appointment of Deloitte & Touche LLP as auditors for the year ending December 31, 2004
Texas United Bancshares, Inc.	TXUI	882838105	5/20/04	4/19/04	Annual	1	Election of three (3) directors
Texas United Bancshares, Inc.	TXUI	882838105	5/20/04	4/19/04	Annual	2	Ratification of Grant Thornton LLP as the company's independent auditors for the year ended December 31, 200

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Hudson City Bancorp Inc.	HCBK	443683107	5/21/04	4/2/04	Annual	1	Election of four (4) directors Ratification of appointment of KPMG LLP as independent auditors for fiscal year ending December
Hudson City Bancorp Inc.	HCBK	443683107	5/21/04	4/2/04	Annual	2	31, 2004
Safety Insurance Group, Inc.	SAFT	78648T100	5/21/04	4/5/04	Annual	1	Election of one (1) director
Hawthorne Financial Corporation	HTHR	420542102	5/25/04	4/2/04	Special	1	Proposal to approve and adopt the agreement and plan of merger, dated as of January 27, 2004, among Commercial Capital Bancorp, Inc., CCBI Acquisition Corp. and Hawthorne Financial Corporation Proposal to grant discretionary authority to adjourn the special meeting if necessary to permit further solicitations of proxies
Hawthorne Financial Corporation	HTHR	420542102	5/25/04	4/2/04	Special	2	
21st Century Insurance Group	TW	90130N103	5/26/04	4/6/04	Annual	1	Election of eleven (11) directors Proposal to ratify the appointment of PricewaterhouseCooper
21st Century Insurance Group	TW	90130N103	5/26/04	4/6/04	Annual	2	LLP as independent auditors for 2004 To approve the proposed chief executive officer short term incentive plan
21st Century Insurance Group	TW	90130N103	5/26/04	4/6/04	Annual	3	To approve the proposed group stock option plan
21st Century Insurance Group	TW	90130N103	5/26/04	4/6/04	Annual	4	
Bank of America Corporation	BAC	060505104	5/26/04	4/7/04	Annual	1	Election of nineteen (19) directors Ratification of independent public accountants
Bank of America Corporation	BAC	060505104	5/26/04	4/7/04	Annual	2	Stockholder proposal regarding annual meeting date
Bank of America Corporation	BAC	060505104	5/26/04	4/7/04	Annual	3	Stockholder proposal regarding nomination of directors
Bank of America Corporation	BAC	060505104	5/26/04	4/7/04	Annual	4	Stockholder proposal regarding charitable contributions
Bank of America Corporation	BAC	060505104	5/26/04	4/7/04	Annual	5	

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Bank of America Corporation	BAC	060505104	5/26/04	4/7/04	Annual	6	Stockholder proposal regarding mutual fund trading policies
Bank of America Corporation	BAC	060505104	5/26/04	4/7/04	Annual	7	Stockholder proposal regarding privacy and information security
Citizens First Bancorp, Inc.	CTZN	17461R106	5/27/04	3/31/04	Annual	1	Election of two (2) directors To ratify the appointment of BDO Seidman, LLP as independent auditors for the fiscal year ending December 31, 2004
Citizens First Bancorp, Inc.	CTZN	17461R106	5/27/04	3/31/04	Annual	2	
Old Republic International Corporation	ORI	680223104	5/28/04	3/22/04	Annual	1	Election of four (4) directors
Yardville National Bancorp	YANB	985021104	6/3/04	4/23/04	Annual	1	Election of six (6) directors
IPC Holdings, Ltd.	IPCR	G4933P101	6/11/04	3/31/04	Annual	1	Election of six (6) directors Appointment and remuneration of independent auditors, KPMG LLP
IPC Holdings, Ltd.	IPCR	G4933P101	6/11/04	3/31/04	Annual	2	
Sun Bancorp, Inc.	SNBC	86663B102	6/11/04	4/27/04	Annual	1	To approve and adopt an agreement and plan of merger, dated as of February 16, 2004, by and between Sun Bancorp, Inc. and Community Bancorp of New Jersey
Sun Bancorp, Inc.	SNBC	86663B102	6/11/04	4/27/04	Annual	2	Election of fourteen (14) directors The ratification of the appointment of Deloitte & Touche LLP as independent auditors for the fiscal year ending December 31, 2004
Sun Bancorp, Inc.	SNBC	86663B102	6/11/04	4/27/04	Annual	3	To approve and adopt the Sun Bancorp, Inc. 2004 stock based incentive plan
Sun Bancorp, Inc.	SNBC	86663B102	6/11/04	4/27/04	Annual	4	
St. Landry Financial Corporation	SLAN	790851109	6/15/04	4/30/04	Special	1	Approval and adoption of the agreement and plan of merger, dated March 4, 2004 by and between the company and Teche Holding Company
Team Financial, Inc.	TFIN	87815X109	6/15/04	4/23/04	Annual	1	Election of three (3) directors

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Team Financial, Inc.	TFIN	87815X109	6/15/04	4/23/04	Annual	2	Ratification of newly elected Class I directors, Kenneth L. Smith and Lloyd A. Byerhof
Team Financial, Inc.	TFIN	87815X109	6/15/04	4/23/04	Annual	3	Ratification of term modification of Employee Stock Purchase Plan
Team Financial, Inc.	TFIN	87815X109	6/15/04	4/23/04	Annual	4	Ratification of the appointment of KPMG LLP as independent auditors for 2003
Broadway Financial Corporation	BYFC	111444105	6/16/04	4/19/04	Annual	1	Election of three (3) directors
Broadway Financial Corporation	BYFC	111444105	6/16/04	4/19/04	Annual	2	Ratification of appointment of KPMG LLP as independent auditors for the year ending December 31, 2004
Countrywide Financial Corporation	CFC	222372104	6/16/04	4/19/04	Annual	1	Election of five (5) directors
Countrywide Financial Corporation	CFC	222372104	6/16/04	4/19/04	Annual	2	To approve and amend the company's 2000 Equity Incentive Plan
Mercer Insurance Group, Inc.	MIGP	587902107	6/16/04	4/28/04	Annual	1	Election of three (3) directors
Mercer Insurance Group, Inc.	MIGP	587902107	6/16/04	4/28/04	Annual	2	Approval and adoption of Mercer Insurance Group, Inc. 2004 Stock Incentive Plan
Taylor Capital Group, Inc.	TAYC	876851106	6/17/04	4/28/04	Annual	1	Election of three (3) directors
Bay View Capital Corporation	BVC	07262L101	6/24/04	5/20/04	Special	1	Proposal to approve and adopt an amendment of the company's restated Certificate of Incorporation to effect a 1-for-10 reverse stock split of the issued and outstanding shares of the company's stock
The Bank Holdings	TBHS	88331E104	6/24/04	4/26/04	Annual	1	Election of four (4) directors
The Bank Holdings	TBHS	88331E104	6/24/04	4/26/04	Annual	2	Adoption of an amendment to the Bank Holdings 2002 Stock Option Plan
							To approve and adopt the agreement

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Seacoast Financial Services Corporation	SCFS	81170Q106	6/28/04	5/7/04	Special 1	and plan of merger, dated as of January 26, 2004, as amended between Sovereign Bancorp, Inc. and Seacoast Financial Services Corporation To adjourn the special meeting to a later date or dates, if necessary to permit futher solicitation of proxies
Seacoast Financial Services Corporation	SCFS	81170Q106	6/28/04	5/7/04	Special 2	

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: First Financial Fund, Inc.

By (Signature and Title)\*: /s/ Stephen C. Miller  
Stephen C. Miller, President  
(Principal Executive Officer)

\*Print the name and title of each signing officer under his or her signature.