FIRST FINANCIAL CORP /TX/
Form 4
January 03, 2007

# FORM 4

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MANN DAVID W

(Last) (First) (Middle)

800 WASHINGTON AVENUE

(Street)

WACO, TX 76701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST FINANCIAL CORP /TX/ [FFC]

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/29/2006 | | C | | 228,530 | A | $ 1.5315 (1) | 228,530 | I (2) | Through interest in JRPM |
| Common Stock | | | | | | | | 102,898 | I (2) (3) | Through interests in FFHL |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amoun Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou Numb Share |
| Convertible Promissory Note | $ 1.5315 (1) | 12/29/2006 | | C | | | $ 350,000 | 12/13/2005 | 12/29/2006 | Common Stock | 228 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MANN DAVID W<br>800 WASHINGTON AVENUE<br>WACO, TX 76701 | X | X | President | |

# Signatures

| | |
|---|---|
| David W. Mann | 01/02/2007 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**(1)** The $350,000 remaining principal balance of the note was converted into 228,530 shares of common stock at $1.5315249 per share.

**(2)** The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

**(3)** The Reporting Person's indirect interest in these shares includes (i) a 30.7% direct limited partner interest in FFHL, (ii) a 68.02% interest in MCRLT, the other limited partner in FFHL holding a 68.3% limited partner interest in FFHL, (iii) a 0.5% general partner interest in FFHL, and (iv) an interest (through the David W. Mann 1990 Trust) in FFC Holdings, Inc., the other 0.5% general partner of FFHL.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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