

Edgar Filing: FIRST FINANCIAL FUND INC - Form SC 13D/A

FIRST FINANCIAL FUND INC
Form SC 13D/A
November 30, 2005

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

Schedule 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT
TO RULE 13d-2(a)
(Amendment No. 38)*

First Financial Fund, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

320228109
(CUSIP Number)

Stephen C. Miller, Esq.
Krassa & Miller, LLC
1680 38th Street, Suite 800
Boulder, Colorado 80301
(303) 444-5483
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 22, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 320228 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Ernest Horejsi Trust No. 1B

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(A)

(B)

3. SEC Use Only

4. Source of Funds (See Instructions) WC OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Alaska

Number of	7.	Sole Voting Power	1,422,300
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Shares Beneficially	8.	Shared Voting Power	
---------------------	----	---------------------	--

Owned by Each Reporting	9.	Sole Dispositive Power	1,422,300
-------------------------	----	------------------------	-----------

Person With	10.	Shared Dispositive Power	
-------------	-----	--------------------------	--

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,422,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 6.17%

14. Type of Reporting Person (See Instructions) OO

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CUSIP No. 320228 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Lola Brown Trust No. 1B

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(A)

(B)

3. SEC Use Only

4. Source of Funds (See Instructions) WC 00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Alaska

Number of	7.	Sole Voting Power	2,348,300
-----------	----	-------------------	-----------

Shares Beneficially

8.	Shared Voting Power	
----	---------------------	--

Owned by Each Reporting

9.	Sole Dispositive Power	2,348,300
----	------------------------	-----------

Person With

10.	Shared Dispositive Power	
-----	--------------------------	--

11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,348,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 10.18%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 320228 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Mildred B. Horejsi Trust

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(A)

(B)

3. SEC Use Only

4. Source of Funds (See Instructions) WC OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Alaska

Number of	7.	Sole Voting Power	1,922,400
-----------	----	-------------------	-----------

Shares Beneficially	8.	Shared Voting Power	
---------------------	----	---------------------	--

Owned by Each Reporting	9.	Sole Dispositive Power	1,922,400
-------------------------	----	------------------------	-----------

Person With	10.	Shared Dispositive Power	
-------------	-----	--------------------------	--

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,922,400

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 8.34%

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14. Type of Reporting Person (See Instructions) 00

CUSIP No. 320228 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Stewart R. Horejsi Trust No. 2

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(A)

(B)

3. SEC Use Only

4. Source of Funds (See Instructions) WC 00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Alaksa

Number of	7.	Sole Voting Power	1,697,900
-----------	----	-------------------	-----------

Shares, Beneficially

8.	Shared Voting Power
----	---------------------

Owned by Each Reporting

9.	Sole Dispositive Power	1,697,900
----	------------------------	-----------

Person With

10.	Shared Dispositive Power
-----	--------------------------

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,697,900

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 7.36%

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14. Type of Reporting Person (See Instructions) 00

CUSIP No. 320228 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Susan L. Ciciora Trust

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(A)

(B)

3. SEC Use Only

4. Source of Funds (See Instructions) WC 00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d)
or 2(e)

6. Citizenship or Place of Organization Alaska

Number of	7.	Sole Voting Power	1,359,800
-----------	----	-------------------	-----------

Shares Beneficially	8.	Shared Voting Power	
---------------------	----	---------------------	--

Owned by Each Reporting	9.	Sole Dispositive Power	1,359,800
-------------------------	----	------------------------	-----------

Person With	10.	Shared Dispositive Power	
-------------	-----	--------------------------	--

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,359,800

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11) 5.90%

14. Type of Reporting Person (See Instructions) OO

CUSIP No. 320228 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Badlands Trust Company, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(A)

(B)

3. SEC Use Only

4. Source of Funds (See Instructions) WC OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Alaska

Number of	7.	Sole Voting Power	0
Shares Bene-	8.	Shared Voting Power	1,359,800
ficially			
Owned by Each	9.	Sole Dispositive Power	0
Reporting			
Person With	10.	Shared Dispositive Power	1,359,800

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,359,800

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11) 5.90%

14. Type of Reporting Person (See Instructions) OO

CUSIP No. 320228 10 9

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)

Stewart R. Horejsi

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(A)
(B)

3. SEC Use Only

4. Source of Funds (See Instructions) Not applicable

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d)
or 2(e)

6. Citizenship or Place of Organization United States

Number of 7. Sole Voting Power 0

Shares Bene- 8. Shared Voting Power 0
ficially

Owned by Each 9. Sole Dispositive Power 0
Reporting

Person With 10. Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person 0

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) X

13. Percent of Class Represented by Amount in Row (11) 0%

14. Type of Reporting Person (See Instructions) IN

Amendment No. 38 to Statement on Schedule 13D

This amended statement on Schedule 13D relates to the Common Stock, \$.001 par value per share (the "Shares"), of First Financial Fund, Inc., a Maryland corporation (the "Company"). Items 4 and 5 of this statement, previously filed by the Ernest Horejsi Trust No. 1B (the "Trust"), the Lola Brown Trust No. 1B (the "Brown Trust"), the Mildred B. Horejsi Trust (the "Mildred Trust"), the Stewart R. Horejsi Trust No. 2 (the "Stewart Trust"), and the Susan L. Ciciora Trust (the "Susan Trust") as the direct beneficial owner of Shares, and Badlands Trust Company LLC ("Badlands LLC") and Stewart R. Horejsi, by virtue of the relationships described previously in this statement, are hereby amended as set forth below.

Item 4. Purpose of Transaction.

No change except for the addition of the following:

The Trust sold 372,800 Shares as described in Item 5(c) of this statement in order to reduce its equity interest in the Company and to generate cash flow to pay current and future obligations. The Reporting Persons previously indicated a present intention to liquidate up to 900,000 Shares over a 12 month time period, subject to limitations imposed by Rule 144 of the Securities Act of 1933. In furtherance thereof, the Reporting Persons filed Forms 144 with the Securities and Exchange Commission on November 3, 2004, May 25, 2005, August 24, 2005, and November 22, 2005, giving notice of the proposed sales.

Depending upon their evaluation of the Company's investments and prospects, and upon future developments (including, but not limited to, performance of the Shares in the market, the effective yield on the Shares, availability of funds, alternative uses of funds, and money, stock market and general economic conditions), any of the Reporting Persons or other entities that may be deemed to be affiliated with the Reporting Persons may from time to time purchase Shares, and any of the Reporting Persons or other entities that may be deemed to be affiliated with the Reporting Persons may from time to time dispose of all or a portion of the Shares held by such person, or cease buying or selling Shares. Any such additional purchases or sales of the Shares may be in open market or privately-negotiated transactions or otherwise.

Item 5. Interest in Securities of the Issuer.

No change except for the addition of the following:

(a) The Trust is the direct beneficial owner of 1,422,300 Shares, or approximately 6.17% of the 23,062,973 Shares outstanding as of June 22, 2005, according to information contained in the Company's 2005 Proxy Statement (the "Outstanding Shares"). The Brown Trust is the direct beneficial owner of 2,348,300 Shares, or approximately 10.18% of the Outstanding Shares. The Mildred

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Trust is the direct beneficial owner of 1,922,400 Shares, or approximately 8.34% of the Outstanding Shares. The Stewart Trust is the direct beneficial owner of 1,697,900 Shares, or approximately 7.36% of the Outstanding Shares. The Susan Trust is the direct beneficial owner of 1,359,800 Shares, or approximately 5.90% of the Outstanding Shares.

By virtue of the relationships reported in this statement, Mr. Horejsi may be deemed to share indirect beneficial ownership of the Shares directly beneficially owned by the Trust, the Brown Trust, the Mildred Trust, the Stewart Trust and the Susan Trust. Mr. Horejsi disclaims all such beneficial ownership.

(c) The table below sets forth Shares sold by the Trust. Such sales were effected by the Trust on the New York Stock Exchange.

Date	Amount of Shares	Approximate Price Per Share (exclusive of commissions)
02/07/05	7,000	
02/08/05	4,000	
02/14/05	9,000	
02/21/05	1,200	
02/22/05	2,600	
03/09/05	4,900	
03/14/05	10,000	
03/14/05	5,000	
03/15/05	700	
03/16/05	800	
03/21/05	3,500	
06/10/05	800	
06/16/05	7,300	
06/20/05	1,000	
06/21/05	5,000	
06/21/05	900	
06/21/05	700	
06/24/05	500	
06/28/05	1,000	
06/29/05	3,500	
07/07/05	6,700	
07/08/05	2,600	
07/11/05	5,000	
07/11/05	2,700	
07/11/05	700	
07/12/05	3,000	
07/12/05	3,200	
08/12/05	100	
08/12/05	4,000	
08/15/05	2,200	
08/15/05	1,000	
08/16/05	300	
08/18/05	2,000	
09/19/05	5,000	
09/20/05	5,000	
09/26/08	1,200	
09/28/05	5,000	
09/29/05	2,700	
09/30/05	1,400	
10/12/05	2,900	

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11/14/05	3,000
11/14/05	17,000
11/14/05	5,000
11/14/05	11,000
11/14/05	5,000
11/14/05	6,000
11/14/05	5,000
11/14/05	200
11/15/05	300
11/15/05	600
11/18/05	3,400
11/18/05	1,000
11/18/05	1,000
11/18/05	500
11/18/05	1,000
11/18/05	100
11/18/05	2,400
11/18/05	4,100
11/18/05	3,600
11/18/05	2,500
11/18/05	300
11/18/05	2,700
11/21/05	3,900
11/21/05	1,800
11/21/05	500
11/21/05	500
11/21/05	1,000
11/22/05	500
11/22/05	3,500
11/22/05	300
11/22/05	600
11/22/05	1,500
11/22/05	500
11/22/05	600
11/22/05	800
11/22/05	700
11/22/05	800
11/22/05	2,900
11/22/05	3,700
11/22/05	1,000
11/22/05	200
11/22/05	3,300
11/22/05	6,700
11/22/05	1,000
11/22/05	1,000
11/23/05	17,400
11/23/05	400
11/23/05	1,200
11/23/05	500
11/23/05	1,500
11/23/05	1,000
11/23/05	1,500
11/23/05	200
11/23/05	300
11/23/05	2,700
11/23/05	3,400
11/23/05	3,400
11/23/05	600
11/23/05	1,000
11/23/05	1,000
11/23/05	1,000
11/23/05	1,200

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11/23/05	1,100
11/23/05	2,300
11/23/05	200
11/23/05	2,000
11/23/05	4,000
11/25/05	2,000
11/25/05	2,000
11/25/05	2,000
11/25/05	6,000
11/25/05	6,000
11/25/05	1,000
11/25/05	2,000
11/25/05	3,800
11/25/05	2,500
11/28/05	5,000
11/28/05	5,000
11/28/05	4,000
11/28/05	1,000
11/28/05	2,500
11/28/05	2,600
11/28/05	2,000
11/28/05	1,000
11/28/05	8,500
11/28/05	2,000
11/28/05	200
11/28/05	300
11/29/05	10,400
11/29/05	1,100
11/29/05	2,800
11/29/05	4,000
11/29/05	1,400
11/29/05	1,000
11/29/05	100
11/29/05	1,000
11/29/05	600
11/29/05	1,000
11/29/05	1,000

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 30, 2005

/s/ Stewart R. Horejsi

Stewart R. Horejsi

/s/ Stephen C. Miller

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Stephen C. Miller, as President of Badlands Trust Company, LLC, trustee of the Ernest Horejsi Trust No. 1B, the Lola Brown Trust No. 1B, the Mildred B. Horejsi Trust, the Stewart R. Horejsi Trust No. 2, and the Susan L. Ciciora Trust.