#### FIRST FINANCIAL CORP /TX/

Form 4

December 15, 2005

Check this box

if no longer

subject to

Section 16.

Form 4 or

(Print or Type Responses)

MANN DAVID W

(Last)

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### **OMB APPROVAL**

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

Washington, D.C. 20549

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

1. Name and Address of Reporting Person \*

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

FIRST FINANCIAL CORP /TX/

[FFC]

3. Date of Earliest Transaction

(Month/Day/Year) 12/13/2005

800 WASHINGTON AVENUE

(Middle)

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 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

WACO, TX 76701

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

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

1.Title of 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Through Common J(1) $102,898 \stackrel{(2)}{\underline{(3)}}$  I 12/13/2005 \$0 interests in 421 Α Stock **FFHL** 

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: FIRST FINANCIAL CORP /TX/ - Form 4

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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	Amor Numl Share
Convertible Promissory Note	\$ 2.5 (4)	12/13/2005		P	\$ 350,000	12/13/2005	12/29/2006	Common Stock	140 <u>(</u> :
Convertible Promissory Note	\$ 1.5315 (9)	12/13/2005		P	\$ 500,000	12/13/2005	12/29/2006	Common Stock	326
Option (right to buy)	\$ 5 <u>(6)</u>	12/13/2005		P	1	12/13/2005	12/31/2006	Common Stock	70,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
rr a g a m a m a m a m a m a m a m a m a m	Director	10% Owner	Officer	Other			
MANN DAVID W							
800 WASHINGTON AVENUE WACO, TX 76701	X	X	President				

# **Signatures**

David W. Mann 12/15/2005

\*\*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).
- First Financial Holdings, Ltd. ("FFHL"), a limited partnership of which the Reporting Person is a 0.5% general partner and a limited partner, received 421 shares of the Issuer's common stock from MCRLT Group, Ltd. ("MCRLT"), one of its limited partners, as an additional capital contribution for no increase in its limited partner percentage. The Reporting Person, who is also a general and limited partner of MCRLT, previously included these 421 shares of common stock in his Forms 4 as indirectly held through MCRLT.
- (2) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- 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.
- (4) The price at which each share of common stock shall be delivered upon coversion of the note shall be the greater of \$2.50 per share or the book value per share at the time of conversion, subject to customary anti-dilution provisions.

(5) Based on a conversion price of \$2.50.

**(6)** 

Reporting Owners 2

### Edgar Filing: FIRST FINANCIAL CORP /TX/ - Form 4

The option is exercisable at the greater of \$5.00 per share or the book value per share as of the date of exercise, subject to customary anti-dilution provisions.

- (7) Based on an exercise price of \$5.00. The Reporting Person has the right to acquire that number of shares equal to \$350,000 divided by the greater of \$5.00 or the book value per share at the time of exercise.
- On December 13, 2005, JRPM Investments, Ltd., of which the Reporting Person is a general partner and a limited partner, entered into (8) that certain Note Purchase Agreement with the Issuer pursuant to which it purchased two convertible promissory notes from the Issuer for an aggregate \$850,000, and received an option to acquire up to 70,000 shares of common stock as set forth herein.
- (9) The price at which each share of common stock shall be delivered upon coversion of the note is equal to \$500,000 divided by 326,472, or \$1.5315249 per share, subject to customary anti-dilution provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.