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FIRST FINANCIAL FUND INC  
Form N-PX  
August 29, 2008

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.

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(Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A  
Boulder, CO 80302

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(Address of principal executive offices) (Zip code)

Stephen C. Miller  
2344 Spruce Street, Suite A  
Boulder, CO 80302

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(Name and address of agent for service)

Registrant's telephone number, including area code: (303) 444-5483  
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Date of fiscal year end: March 31  
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Date of reporting period: July 1, 2007 - June 30, 2008  
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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.

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PROXY VOTING RECORD  
FOR PERIOD JULY 1, 2007 TO JUNE 30, 2008

Name of Issuer	Ticker Symbol	CUSIP	Shareholder		Meeting Type	Description of Matter to be Voted On
			Meeting Date	Record Date		
Berkshire Hills Bancorp, Inc.	BHLB	84680107	8/28/07	7/13/07	Special	1 Adoption of agreement and plan of merger 2 Adoption of proposal to adjourn meeting to a later date to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting
Carver Bancorp, Inc.	CARV	146875109	9/18/07	7/31/07	Annual	1 Election of three (3) directors 2 Ratify appointment of KPMG LLP as accounting firm for YE 3/31/08
Yardville National Bancorp	YANB	985021104	10/19/07	8/24/07	Special	1 Approve the agreement and plan of merger between Yardville and PNC 2 Approve adjournment of meeting to solicit additional proxies
Beverly Hills Bancorp, Inc.	BHBC	087866109	10/25/07	8/27/07	Annual	1 Election of seven (7) directors
Jefferson Bancshares, Inc	JFBI	472375104	10/25/07	8/31/07	Annual	1 Election of two (2) directors 2 Ratify appointment of Craine, Thompson & Jones PC as accounting firm for YE 6/30/08
Georgetown Bancorp, Inc	GTWN	372590109	10/23/07	9/13/07		1 Election of seven (7) directors 2 Ratify appointment of Wolf & Company PC as accounting firm for YE 6/30/08
Hampden Bancorp, Inc	HBNK	40867E107	11/1/07	9/17/07	Annual	1 Election of five (5) directors 2 Ratify appointment of Wolf & Company PC as accounting firm for YE 6/30/08

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Royal Financial, Inc.	RYFL	78027P109	10/31/07	9/19/07	Annual	1	Election of two (2) directors
						2	Ratify appointment of Crowe, Chizek and Company LLC as accounting firm for YE 6/30/08
HF Financial Corp	HFFC	404172108	11/14/07	9/28/07	Annual	1	Election of two (2) directors
Security Capital Assurance LTD	SCA	G8018D107	11/6/07	10/1/07	Special	1	Approve the name change to Syncora Holdings, LTD
Osage Bancshares, Inc	OSBK	68764U106	11/21/07	10/3/07	Annual	1	Election of two (2) directors
							Approval of the Osage Bancshares 2007 stock compensation and incentive plan
Oritani Financial Corp	ORIT	686323106	11/21/07	10/5/07	Annual	1	Election of two (2) directors
						2	Ratify appointment of KPMG, LLP as accountants for YE 6/30/08
Provident Financial Holdings. Inc	PROV	743868101	11/27/07	10/12/07	Annual	1	Election of three (3) directors
						2	Ratify appointment of Deloitte & Touche LLP as accountants for YE 6/30/08
First Indiana Corporation	FINB	32054R108	12/19/07	10/17/07	Special	1	Approve agreement and plan of merger
						2	Adjourn meeting to solicit additional proxies
Redwood Financial, Inc	REDW	757903109	12/12/07	10/18/07	Annual	1	Election of two (2) directors
Home Federal Bancorp, Inc.	HOME	43709A101	12/17/07	11/9/07	Special	1	Conversion to stock holding company form
						2	Adjournment of meeting, if necessary to solicit additional proxies
						3a	Increase authorized shares of capital stock
						3b	Supermajority of stock holders to vote and approve mergers and consolidations
						3c	Approval limiting ability of stockholders to remove directors
						3d	Limit voting rights of shares beneficially owned in excess of 10%
						3e	Require supermajority stockholder vote to amend provisions
							Provision in bylaws requiring supermajority

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								stockholder vote to amend provisions of new bylaws
American Bancorp of NJ	ABNJ	02407E104	2/26/08	1/7/08	Annual	1		Election of two (2) directors
						2		Ratify appointment of Crowe, Chizek and Company LLC as auditors for YE 9/30/08
Perpetual Federal Savings Bank	PFOH	714273109	1/16/08	11/20/07	Annual	1		Election of three (3) directors
						2		Ratify appointment of Crowe, Chizek and Company LLC as auditors for YE 9/30/08
Hampden Bancorp, Inc	HBNK	40867E107	1/29/08	12/12/07	Special	1		Approval of 2008 Equity Incentive Plan
Abington Bancorp, Inc	ABBC	00650L109	1/30/08	12/17/07	Special	1		Approve the 2007 stock option plan
						2		Approve the 2007 recognition and retention plan and trust agreement plan
Commerce Bancorp, Inc.	CBH	200519106	2/6/08	12/14/07	Special	1		Approve plan of merger
						2		Adjournment of meeting, if necessary to solicit additional proxies
Liberty Bancorp, Inc.	LBCP	53017Q102	2/6/08	12/21/07	Annual	1		Election of one (1) directors
Bank United Financial Corporation	BKUNA	06652B103	2/8/08	12/3/07	Annual	1		Election of four (4) directors
Charter Financial Corporation	CHFNC	16122M100	2/20/08	1/15/08	Annual	1		Election of four (4) directors
Canadian Western Bank	CWB	13677F101	3/6/08	1/17/08	Annual	1		Appointment of KPMG, LLP as auditors of the bank
						2		Election of Directors set out in management Proxy
						3		Amendment to the share incentive plan
Deerfield Triarc Capital Corporation	DTCC	244331104	3/11/08	2/4/08	Special	1		Approve conversion of shares of series a preferred stock that were issued into shares of common stock
						2		Increase shares reserved for issuance
Cardinal State Bank	CSNC	141546101	3/19/08	2/11/08	Special	1		Approve plan of merger with Yadkin Valley Bank
								Approve adjournment to

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								2	solicit additional proxies, if necessary
UMB Financial Corporation	UMBF	902788108	4/22/08	3/4/08	Annual	1		1	Election of Five (5) directors
								2	Ratify audit committee's retention of Deloitte to serve as the company's independent auditors
								3	Amend the long term incentive compensation plan
								4	Amend the incentive compensation plan.
								5	Eliminate classification of terms to require that all directors stand for election annually
Eastern Virginia Bankshares, Inc.	EVBS	277196101	4/17/08	3/6/08	Annual	1		1	Election of ten (10) directors
Old Point Financial Corporation	OPOF	680194107	4/22/08	2/13/08	Annual	1		1	Election of sixteen (16) directors
People's United Financial, Inc.	PBCT	712704105	4/17/08	2/20/08	Annual	1		1	Election of three (3) directors
								2	Adoption of the long-term incentive program
								3	Amendment of the recognition and incentive plan.
								4	Amendment of the stock option plan
								5	Ratify KPMG as independent auditors
Capstead Mortgage Corp	CMO	14067E506	5/1/08	2/20/08	Annual	1		1	Election of seven (7) directors
								2	Authorize increase of common shares
								3	Ratify Ernst & Young as independent auditors
River Valley Bancorp	RIVR	768475105	4/16/08	2/22/08	Annual	1		1	Election of three (3) directors
Centrue Financial Corporation	TRUE	15643B106	4/23/08	2/25/08	Annual	1		1	Election of three (3) directors
Bank of Florida Corporation	BOFL	062128103	4/24/08	2/25/08	Annual	1		1	Election of thirteen (13) directors
								2	Ratify Grant Hacker, Johnson & Smith PA as independent auditors
								3	Permit adjournment to solicit additional proxies
Southcoast Financial Corporation	SOCB	84129R100	4/10/08	2/28/08	Annual	1		1	Election of three (3) directors

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Signature Bank	SBNY	82669G104	4/17/08	2/29/08	Annual	1	Election of three (3) directors
						2	Approve amended long-term incentive plan
OritanI Financial Corp.	ORIT	686323106	4/22/08	2/29/08	Special	1	Approve the equity incentive Plan
TIB Financial Corporation	TIBB	872449103	4/29/08	2/29/08	Annual	1	Election of four (4) directors
ECB Bancorp, Inc.	ECBE	268253101	4/15/08	3/3/08	Annual	1	Election of three (3) directors
						2	Approve equity plan
						3	Ratify appointment of Dixon Hughes, PLLC as accountants for 2008
Amerserv Financial, Inc.	ASRV	03074A102	4/22/08	3/3/08	Annual	1	Election of six (6) directors
Leesport Financial Corp,		524477106	4/22/08	3/3/08	Annual	1	Election of four (4) directors
						2	Ratify independent auditors
Republic First Bancorp, Inc.	FRBK	760416107	4/22/08	3/3/08	Annual	1	Election of three (3) directors
Capital Financial Corporation	CFNL	14149F109	4/18/08	3/3/08	Annual	1	Election of four (4) directors
						2	Ratify KPMG. LLP as independent auditors
Cambridge Bancorp	CATC	132152109	4/28/08	3/3/08	Annual	1	Election of four (4) directors
SCBT Financial Corporation	SCBT	78401V102	4/22/08	3/4/08	Annual	1	Election of five (5) directors
						2	Ratify appointment of Dixon Hughes, PLLC as accountants for 2008
Firstfed Financial Corp.	FED	337907109	4/20/08	3/5/08	Annual	1	Election of three (3) directors
						2	Ratify Grant Thornton, LLP as independent auditors
Ram Holdings Ltd.	RAMR	G7368R104	5/2/08	3/6/08	Annual	1	Election of eleven (11) directors
						2	Ratify PWC, LLP as independent auditors
						3	Amendment to memo of Association
						4	Amendment to bye-laws
						5	Authorization of election of directors
CFS Bancorp, Inc	CITZ	12525D102	4/29/08	3/7/08	Annual	1	Election of three (3) directors
						2	Proposal to adopt the CFS Bancorp, Inc. equity incentive plan

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							3	Proposal to ratify the appointment
LSB Corporation	LSBX	50215P100	5/6/08	3/7/08	Annual	1	1	Election of four (4) directors
						2	2	Ratify appointment of Wolf & Company PC as accountants for 2008
Rome Bancorp	ROME	77587P103	5/7/08	3/7/08	Annual	1	1	Election of three (3) directors
						2	2	Ratify appointment of Crowe, Chizek and Company LLC as accounting firm for YE 12/31/08
Northrim Bancorp, Inc.	NRIM	666762109	5/1/08	3/10/08	Annual	1	1	Election of ten (10) directors
BCB Bancorp, Inc.	BCBP	055298103	4/24/08	3/10/08	Annual	1	1	Election of four (4) directors
						2	2	Ratify appointment of Beard Miller Company as accountants for 2008
Legacy Bancorp, Inc	LEGC	52463G105	5/8/08	3/11/08	Annual	1	1	Election of three (3) directors
						2	2	Ratify appointment of Wolf & Company PC as accountants for 2008
Rockville Financial, Inc.	RCKB	774186100	4/29/08	3/13/08	Annual	1	1	Election of three (3) directors
						2	2	Ratify appointment of Deloitte LLP as auditors for 2008
Sterling Banks Inc.	STBK	85915B100	4/22/08	3/14/08	Annual	1	1	Election of fourteen (14) directors
						2	2	Approve employee stock option plan
						3	3	Approval of director stock option plan
Oak Ridge Financial Services, Inc.	BKOR	671768109	5/8/08	3/14/08	Annual	1	1	Election of four (4) directors
						2	2	Ratify Elliot Davis, PLLC as auditor
Metrocorp Bancshares, Inc.	MCBI	591650106	5/9/08	3/14/08	Annual	1	1	Election of five (5) directors
						2	2	Ratify appointment of PWC. LLP as accounting firm for YE 12/31/08
Redwood Financial, Inc.	REDW	757903109	5/14/08	3/14/08	Annual	1	1	Election of two (2) directors
Beacon Federal Bancorp		073582108	5/22/08	3/14/08	Annual	1	1	Election of two (2) directors
								Ratify appointment of





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Bancorp, Inc.	BBY	065908501	5/20/08	3/20/08	Annual	1	directors Approval of amendment to 2 articles of incorporation
Citizens First Bancorp, Inc.	CTZN	17461R106	5/22/08	3/20/08	Annual	1	Election of three (3) directors Ratify appointment of BDO Seidman, LLP as accounting 2 firm for 2008 Approve amended employee 3 stock purchase plan
Parkway Bank	PKWY	70153M109	5/27/08	3/20/08	Annual	1	Election of four (4) directors Approve stock repurchase 2 plan Ratify appointment of Dixon Hughes PLLC as accounting 3 firm for 2008
Arch Capital Group Ltd.	ACGL	G0450A105	5/9/08	3/24/08	Annual	1	Election of three (3) directors Ratify appointment of PWC , LLP as accounting firm for 2 2008
Central Virginia Bankshares, Inc.	CVBK	155792104	5/13/08	3/24/08	Annual	1	Election of three (3) directors Ratify appointment of Yount, Hyde & Barbour, PC 2 as accounting firm for 2008
Southern First Bancshares, Inc.	SFST	842873101	5/13/08	3/24/08	Annual	1	Election of four (4) directors
Newport Bancorp, Inc.	NFSB	651754103	5/15/08	3/24/08	Annual	1	Election of five (5) directors Ratify appointment of Yount, Hyde & Barbour, PC 2 as accounting firm for 2008
Dearborn Bancorp, Inc.	DEAR	24242R108	5/20/08	3/24/08	Annual	1	Election of three (3) directors
The Connecticut Bank & Trust Company	CTBC	207546102	5/20/08	3/25/08	Annual	1	Election of four (4) directors
Abington Bancorp, Inc.	ABBC	00350L109	5/13/08	3/28/08	Annual	1	Election of three (3) directors Ratify appointment of Beard Miller Company LLP as 2 accounting firm for 2008
Bank of Virginia	BOVA	06544P104	5/15/08	3/28/08	Annual	1	Election of two (2) directors Ratify appointment of Yount, Hyde & Barbour, PC 2 as accounting firm for 2008
Sun Bancorp, Inc.	SNBC	86663B102	5/15/08	3/28/08	Annual	1	Election of fifteen (15) directors



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								LLC as accounting firm for 2 YE 12/31/08
Valley Commerce Bancorp	VCBP	919518100	5/20/08	4/4/08	Annual	1	Election of nine (9) directors	
						2	Ratify appointment of Perry-Smith LLC as accounting firm for YE 12/31/08	
Beneficial Mutual Bancorp, Inc.	BNCL	08173R104	5/22/08	4/4/08	Annual	1	Election of thirteen (13) directors	
						2	Approval of equity incentive plan	
						3	Ratify appointment of Deloitte & Touche LLP, PC as accounting firm for 2008	
Goldleaf Financial Solutions, Inc	GFSID	38144H208	5/21/08	4/7/08	Annual	1	Election of two (2) directors	
						2	Other matters	
Old Line Bankshares Inc	OLBK	6798M100	5/29/08	4/7/08	Annual	1	Election of five (5) directors	
						2	Ratify appointment of Rowles & Co. LLP, PC as accounting firm for 2008	
Gateway Financial Holdings, Inc.	GBTS	368140109	5/19/08	4/8/08	Annual	1	Election of five (5) directors	
Southern Connecticut Bancorp, Inc.	SCNO	84262A102	5/20/08	4/8/08	Annual	1	Election of two (2) directors	
Northfield Bancorp Inc.	NFBK	66611L105	5/28/08	4/10/08	Annual	1	Election of three (3) directors	
						2	Ratify appointment of KPMG. LLP, PC as accounting firm for 2008	
Beverly National Corporation	BNV	088115100	5/29/08	4/10/08	Annual	1	Fix the number of directors at twelve (12)	
						2	Election of four (4) directors	
						3	Ratify appointment of Shatswell, MacLeod & Company, PC, PC as auditors for 2008	
United Financial Bancorp, Inc.	UBNK	91030T109	6/10/08	4/21/08	Annual	1	Election of three (3) directors	
						2	Approve the equity incentive plan	
Capital Corp of the West	CCOW	140065202	6/19/08	4/21/08	Annual	1	Election of four (4) directors	
						2	Approve amended and restated Stock plan	
						3	Ratify appointment of Perry-Smith LLP, PC as accounting firm for 2008	

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Mackinac Financial Corp	MFNC	554571109	5/28/08	4/22/08	Annual	1	Election of four (4) directors
Thornburg Mortgage, Inc.	TMA	885218701	6/12/08	4/25/08	Annual	1	Election of three (3) directors
						2	Amend company charter to increase the number of shares
						3	Amend company charter to modify terms of each series preferred stock
TICC Capital Corporation	TICC	87244T109	6/16/08	4/25/08	Annual	1	Election of two (2) directors
						2	Ratify appointment of PWC. LLP as accounting firm for YE 12/31/08
						3	Sell shares below price, then at NAV in offer
						4	Issue securities to subscribe to, convert to or purchase shares in offering/s
Broadway Financial Corporation	BYFC	111444105	6/25/08	4/28/08	Annual	1	Election of three (3) directors
						2	Ratify appointment of Crowe, Chizek and Company LLC as auditor for YE 12/31/08
						3	Approve long term incentive plan
First Advantage Bancorp	FABK	31848L104	6/11/08	4/30/08	Annual	1	Election of nine (9) directors
						2	Approve the equity incentive plan
						3	Ratify appointment of BKD LLP, PC as accounting firm for 2008
Maiden Holdings, Ltd	MHLD	560292104	6/19/08	5/5/08	Annual	1	Election of eight (8) directors
						2	Removal of PWC as Accounting firm of the company
						3	Ratify appointment of BDO Seidman LLP, PC as accounting firm for 2008
						5	Removal of PWC as auditor of the company
						6	Authorize appointment of Arthur Morris & Co as auditor for YE 12/31/08
Bank Financial Corporation	BFIN	06643P104	6/24/08	5/5/08	Annual	1	Election of two (2) directors
						2	Ratify appointment of Crowe, Chizek and Company LLC as accounting firm for YE 12/31/08

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Alliance Bankshares Corporation	ABVA	018535104	6/19/08	5/12/08	Annual	1	Election of four (4) directors Ratify appointment of Yount, Hyde & Barbour, PC as accounting firm for YE
						2	12/31/08
Muni Funding Company of America, LLC		62618W103	6/19/08	5/12/08	Annual	1	Election of eight (8) directors Prepare plan of liquidation
						2	for shareholder approval
Fidelity Federal Bancorp	FDLB	315921205	6/23/08	5/22/08	Annual	1	Election of eight (8) directors Ratify appointment of BKD, LLP as accounting firm and
						2	auditors for YE 12/31/08
Highland Financial Partners, LP	HFP	43009L203	7/15/08	6/2/08	Annual	1	Election of five (5) directors Amendment to restated limited partnership
						2	agreement
						3	Adopt and amend partnership's 2006 LP unit incentive plan
MF Global LTD	MF	G60642108	7/28/08	6/16/08	Annual	1	Election of seven (7) directors Ratify appointment of PWC, LLP as auditors for YE
						2	12/31/08 and authorize the board of directors to determine the fee
New England Bancshares, Inc.	NEBS	643863202	8/14/08	6/23/08	Annual	1	Election of seven (7) directors Ratify appointment of Shatswell, MacLeod & Co. PC
						2	as auditors for YE 3/31/09
Meridian Interstate Bancorp, Inc.	EBSB	58964Q104	8/19/08	6/30/08	Annual		Election of four (4) directors Approval of equity incentive plan Ratify appointment of Wolf & Company PC as accounting firm and auditors for YE
							12/31/08
Cape Bancorp, Inc.	CBNJ	139209100	8/25/08	7/8/08	Annual	1	Election of four (4) directors Approval of equity
						2	incentive plan Ratify appointment of Crowe, Chizek & Co, LLC as accounting firm and
						3	auditors for YE 12/31/08

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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.