

FIRST FINANCIAL BANKSHARES INC

Form 10-K/A

April 26, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

Commission file number 0-7674

First Financial Bankshares, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Texas
(State or Other Jurisdiction of
Incorporation or Organization)

75-0944023
(I.R.S. Employer
Identification No.)

400 Pine Street
Abilene, Texas
(Address of Principal Executive Offices)

79601
(Zip Code)

Registrant's telephone number, including area code: (325) 627-7155
Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of Exchange on Which Registered
None	N/A

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value \$10.00 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No
As of June 30, 2005, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of voting and non-voting common stock held by non-affiliates was \$623,000,000.

As of February 20, 2006, there were 20,714,826 shares of Common Stock outstanding.

Documents Incorporated by Reference

Certain information called for by Part III is incorporated by reference to the Proxy Statement for the 2006 Annual Meeting of our shareholders, which will be filed with the Securities and Exchange Commission not later than

120 days after December 31, 2005.

EXPLANATORY NOTE

As previously reported, on March 2, 2006, the Company filed a Form 10-K/A solely to provide corrected exhibits 31.1 and 31.2 to the Company's Annual Report on Form 10-K filed February 28, 2006. At the request of the Staff of the Securities and Exchange Commission, the Company is refiling such exhibits dated April 26, 2006.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST FINANCIAL BANKSHARES, INC.

Date: April 26, 2006

By: /s/ J. Bruce Hildebrand
 J. Bruce Hildebrand
 Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this amendment has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
* Kenneth T. Murphy	Chairman of the Board and Director	March 2, 2006
/s/ F. SCOTT DUESER F. Scott Dueser	President, Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2006
/s/ J. BRUCE HILDEBRAND J. Bruce Hildebrand	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 2, 2006
* Joseph E. Canon	Director	March 2, 2006
* Mac A. Coalson	Director	March 2, 2006
* David Copeland	Director	March 2, 2006
* Derrell E. Johnson	Director	March 2, 2006
* Kade L. Matthews	Director	March 2, 2006
* Raymond A. McDaniel, Jr.	Director	March 2, 2006
* Bynum Miers	Director	March 2, 2006

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*	James M. Parker	Director	March 2, 2006
*	Jack D. Ramsey	Director	March 2, 2006
*	Dian Graves Stai	Director	March 2, 2006
*	F. L. Stephens	Director	March 2, 2006
	Johnny Trotter		

*By: /s/ J. Bruce Hildebrand

J. Bruce Hildebrand
Individually and As
Attorney-in-Fact
April 26, 2006