

HERITAGE FINANCIAL CORP /WA/  
Form SC 13G  
February 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**Heritage Financial Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**42722X106**

(CUSIP Number)

**December 31, 2011**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1. NAMES OF REPORTING PERSONS

Woodmen of the World Life Insurance Society and/or Omaha Woodmen Life Insurance Society

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

47-0339250

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska

5. SOLE VOTING POWER

774,580

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

0

7. SOLE DISPOSITIVE POWER

774,580

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

774,580

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.01%

12. TYPE OF REPORTING PERSON\*

IC

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**Item 1(a). Name of Issuer:**

Heritage Financial Corporation

**Item 1(b). Address of Issuer's Principal Executive Offices:**

201 Fifth Avenue S.W.

Olympia, WA 98501

**Item 2(a). Name of Person Filing:**

Woodmen of the World Life Insurance Society and/or Omaha Woodmen Life Insurance Society

**Item 2(b). Address of Principal Business Office:**

The address of the Reporting Person is:

1700 Farnam St.

Omaha, NE 68102

**Item 2(c). Citizenship:**

Woodmen of the World Life Insurance Society and/or Omaha Woodmen Life Insurance Society is a fraternal benefit society organized under the laws of the state of Nebraska.

**Item 2(d). Title of Class of Securities**

Common Stock, no par value per share

**Item 2(e). CUSIP Number:**

42722X106

**Item 3.** If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with Section 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item 4. Ownership**

As of the date of this filing, Woodmen of the World Life Insurance Society and/or Omaha Woodmen Life Insurance Society, a fraternal benefit society organized under the laws of the state of Nebraska (the Reporting Person), is the beneficial owner of 774,580 shares (the Woodmen Shares) of the common stock, no par value per share (the Common Stock), of Heritage Financial Corporation (the Issuer), which constitutes approximately 5.01% of the Issuer's outstanding shares of Common Stock, based upon 15,456,297 shares of Common Stock outstanding as of December 31, 2011, as reported in the Issuer's condensed statements of financial condition included in Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2012. The Reporting Person has sole power to vote and dispose of the Woodmen Shares.

**Item 5. Ownership of Five Percent or Less of Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following "":

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**Item 6. Ownership of More Than 5 Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

Not Applicable

**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.

Dated: February 14, 2012

**Woodmen of the World Life Insurance Society**

**and/or Omaha Woodmen Life Insurance Society**

By: /S/ Damian Howard

Name: Damian Howard

Title: Director, Equities Investment