

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\*

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CUSIP No. 42722X106

13G

Page 3 of 5 Pages

**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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CUSIP No. 42722X106

13G

Page 5 of 5 Pages

**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