

FINANCIAL FEDERAL CORP
 Form 4
 April 26, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MAYES JAMES H JR

2. Issuer Name and Ticker or Trading Symbol
 FINANCIAL FEDERAL CORP [FIF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 733 THIRD AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/24/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/24/2006 | | M | 24,108 | A \$ 17.4 | 186,762 | D |
| Common Stock | 04/24/2006 | | M | 3,020 | A \$ 15.733 | 189,782 | D |

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

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SEC 1474 (9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Incentive Stock Options (right to buy) | \$ 15.733 | 04/24/2006 | | M | 3,020 | 04/24/2003 ⁽¹⁾ 04/24/2007 | Common Stock | 3,020 |
| Incentive Stock Options (right to buy) | \$ 17.4 | 04/24/2006 | | M | 24,108 | 07/24/2004 ⁽³⁾ 07/24/2008 | Common Stock | 24,108 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|------------------------------------------------------------|-----------------------------------------------------------|
| MAYES JAMES H JR 733 THIRD AVENUE NEW YORK, NY 10017 | Director 10% Owner Officer Executive Vice President Other |

Signatures

/s/ Mayes Jr.,
James H. 04/25/2006

**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).
- (1) 25% exercisable on 4/24/2003, 4/24/2004, 4/24/2005 and 4/24/2006
- (2) Increased by 6,964 options since the last transaction reported as a result of the January 31, 2006 3-for-2 stock split
- (3) 25% exercisable on 7/24/2004, 7/24/2005, 7/24/2006 and 7/24/2007
- (4) Increased by 20,536 options since the last transaction reported as a result of the January 31, 2006 3-for-2 stock split

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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