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FIRST COMMONWEALTH FINANCIAL CORP /PA/  
Form 13F-HR  
August 02, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2007

Check here if Amendment [ ]: Amendment Number: \_\_\_\_\_  
This Amendment (Check only one): [ ] is a restatement  
[ ] adds new holdings entries

Institutional Investment Manager Filing this Report:

Name: First Commonwealth Financial Corporation  
Address: 22 North Sixth Street  
Indiana, PA, 15701

Form 13F File Number:28-05151

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Edward J. Lipkus, III  
Title: Executive Vice President and Chief Financial Officer  
Phone: (724) 463-4724

Signature, Place, and Date of Signing:

/s/ Edward J. Lipkus, III                      Indiana, PA,                      August 2, 2007  
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Edward J. Lipkus, III,

Report Type(check only one) :

- [X] 13F HOLDINGS REPORT (Check here if all holdings of this reporting manager are reported in this report
- [ ] 13F NOTICE (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s))
- [ ] 13F COMBINATION REPORT (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 203  
 Form 13F Information Table Value Total: \$151,520  
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

Number: 1

Form 13F File Number:28-11893

Name:

FORM 13F INFORMATION TABLE

| COLUMN 1                | COL 2          | COL 3     | COL 4                  | COLUMN 5       |                 | COL 6                 | COL 7 |
|-------------------------|----------------|-----------|------------------------|----------------|-----------------|-----------------------|-------|
| ISSUER                  | TITLE OF CLASS | CUSIP     | MARKET VALUE (X\$1000) | SHS OR PRN AMT | SH/PRN PUT/CALL | INVESTMENT DISCRETION | OTHER |
| 3M CO                   | COMMON         | 88579Y101 | 267                    | 3,080          | SH              | DEFINED               |       |
| 3M CO                   | COMMON         | 88579Y101 | 815                    | 9,385          | SH              | OTHER                 |       |
| ABBOTT LABS             | COMMON         | 002824100 | 950                    | 17,735         | SH              | DEFINED               |       |
| ABBOTT LABS             | COMMON         | 002824100 | 35                     | 650            | SH              | OTHER                 |       |
| ADOBE SYS INC           | COMMON         | 00724F101 | 554                    | 13,787         | SH              | DEFINED               |       |
| ADOBE SYS INC           | COMMON         | 00724F101 | 12                     | 300            | SH              | OTHER                 |       |
| AIR PRODS & CHEMS INC   | COMMON         | 009158106 | 756                    | 9,401          | SH              | DEFINED               |       |
| AIR PRODS & CHEMS INC   | COMMON         | 009158106 | 20                     | 250            | SH              | OTHER                 |       |
| ALCOA INC               | COMMON         | 013817101 | 146                    | 3,600          | SH              | DEFINED               |       |
| ALCOA INC               | COMMON         | 013817101 | 77                     | 1,900          | SH              | OTHER                 |       |
| ALLSTATE CORP           | COMMON         | 020002101 | 967                    | 15,729         | SH              | DEFINED               |       |
| ALLSTATE CORP           | COMMON         | 020002101 | 430                    | 6,996          | SH              | OTHER                 |       |
| ALLTEL CORP             | COMMON         | 020039103 | 750                    | 11,103         | SH              | DEFINED               |       |
| ALLTEL CORP             | COMMON         | 020039103 | 408                    | 6,041          | SH              | OTHER                 |       |
| ALTRIA GROUP INC        | COMMON         | 02209S103 | 992                    | 14,142         | SH              | DEFINED               |       |
| ALTRIA GROUP INC        | COMMON         | 02209S103 | 2,303                  | 32,840         | SH              | OTHER                 |       |
| AMERICAN INTL GROUP INC | COMMON         | 026874107 | 894                    | 12,761         | SH              | DEFINED               |       |
| AMERICAN INTL GROUP INC | COMMON         | 026874107 | 120                    | 1,718          | SH              | OTHER                 |       |
| AMGEN INC               | COMMON         | 031162100 | 900                    | 16,272         | SH              | DEFINED               |       |
| AMGEN INC               | COMMON         | 031162100 | 107                    | 1,936          | SH              | OTHER                 |       |
| ANHEUSER BUSCH COS INC  | COMMON         | 035229103 | 125                    | 2,400          | SH              | DEFINED               |       |
| ANHEUSER BUSCH COS INC  | COMMON         | 035229103 | 287                    | 5,500          | SH              | OTHER                 |       |
| APACHE CORP             | COMMON         | 037411105 | 827                    | 10,134         | SH              | DEFINED               |       |
| APACHE CORP             | COMMON         | 037411105 | 86                     | 1,049          | SH              | OTHER                 |       |
| APPLE INC               | COMMON         | 037833100 | 784                    | 6,427          | SH              | DEFINED               |       |
| AT&T INC                | COMMON         | 00206R102 | 1,693                  | 40,785         | SH              | DEFINED               |       |
| AT&T INC                | COMMON         | 00206R102 | 506                    | 12,187         | SH              | OTHER                 |       |

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|                              |        |           |       |        |    |         |
|------------------------------|--------|-----------|-------|--------|----|---------|
| AUTOMATIC DATA PROCESSING IN | COMMON | 053015103 | 719   | 14,830 | SH | DEFINED |
| AUTOMATIC DATA PROCESSING IN | COMMON | 053015103 | 111   | 2,300  | SH | OTHER   |
| BANK OF AMERICA CORPORATION  | COMMON | 060505104 | 1,238 | 25,323 | SH | DEFINED |
| BANK OF AMERICA CORPORATION  | COMMON | 060505104 | 311   | 6,359  | SH | OTHER   |
| BARR PHARMACEUTICALS INC     | COMMON | 068306109 | 591   | 11,760 | SH | DEFINED |
| BARR PHARMACEUTICALS INC     | COMMON | 068306109 | 17    | 342    | SH | OTHER   |
| BECTON DICKINSON & CO        | COMMON | 075887109 | 816   | 10,955 | SH | DEFINED |
| BECTON DICKINSON & CO        | COMMON | 075887109 | 75    | 1,000  | SH | OTHER   |
| BERKSHIRE SECURITIES         | COMMON | 084991868 | 1,339 | 6,140  | SH | DEFINED |
| BERKSHIRE SECURITIES         | COMMON | 084991868 | 392   | 1,800  | SH | OTHER   |
| BOEING CO                    | COMMON | 097023105 | 59    | 608    | SH | DEFINED |
| BOEING CO                    | COMMON | 097023105 | 431   | 4,486  | SH | OTHER   |
| BP PLC                       | COMMON | 055622104 | 605   | 8,387  | SH | DEFINED |
| BP PLC                       | COMMON | 055622104 | 459   | 6,356  | SH | OTHER   |
| CAPITAL ONE FINL CORP        | COMMON | 14040H105 | 437   | 5,569  | SH | DEFINED |
| CATERPILLAR INC DEL          | COMMON | 149123101 | 77    | 989    | SH | DEFINED |
| CATERPILLAR INC DEL          | COMMON | 149123101 | 233   | 2,975  | SH | OTHER   |
| CHEVRON CORP NEW             | COMMON | 166764100 | 1,259 | 14,950 | SH | DEFINED |
| CHEVRON CORP NEW             | COMMON | 166764100 | 525   | 6,227  | SH | OTHER   |
| CISCO SYS INC                | COMMON | 17275R102 | 1,296 | 46,537 | SH | DEFINED |
| CISCO SYS INC                | COMMON | 17275R102 | 290   | 10,400 | SH | OTHER   |
| CITIGROUP INC                | COMMON | 172967101 | 1,179 | 22,992 | SH | DEFINED |
| CITIGROUP INC                | COMMON | 172967101 | 255   | 4,968  | SH | OTHER   |
| CNB FINL CORP PA             | COMMON | 126128107 | 331   | 23,400 | SH | DEFINED |
| CONOCOPHILLIPS               | COMMON | 20825C104 | 234   | 2,979  | SH | DEFINED |
| CONOCOPHILLIPS               | COMMON | 20825C104 | 208   | 2,650  | SH | OTHER   |
| CONSTELLATION ENERGY GROUP I | COMMON | 210371100 | 3     | 30     | SH | DEFINED |
| CONSTELLATION ENERGY GROUP I | COMMON | 210371100 | 218   | 2,500  | SH | OTHER   |
| CVS CAREMARK CORPORATION     | COMMON | 126650100 | 617   | 16,935 | SH | DEFINED |
| CVS CAREMARK CORPORATION     | COMMON | 126650100 | 18    | 501    | SH | OTHER   |
| DANAHER CORP DEL             | COMMON | 235851102 | 622   | 8,241  | SH | DEFINED |
| DISNEY WALT CO               | COMMON | 254687106 | 902   | 26,434 | SH | DEFINED |
| DISNEY WALT CO               | COMMON | 254687106 | 44    | 1,300  | SH | OTHER   |
| DOMINION RES INC VA NEW      | COMMON | 25746U109 | 936   | 10,839 | SH | DEFINED |
| DOMINION RES INC VA NEW      | COMMON | 25746U109 | 141   | 1,637  | SH | OTHER   |
| DOW CHEM CO                  | COMMON | 260543103 | 494   | 11,165 | SH | DEFINED |
| DOW CHEM CO                  | COMMON | 260543103 | 11    | 250    | SH | OTHER   |
| DU PONT E I DE NEMOURS & CO  | COMMON | 263534109 | 358   | 7,034  | SH | DEFINED |
| DU PONT E I DE NEMOURS & CO  | COMMON | 263534109 | 97    | 1,900  | SH | OTHER   |
| EASTMAN CHEM CO              | COMMON | 277432100 | 245   | 3,806  | SH | DEFINED |
| EASTMAN CHEM CO              | COMMON | 277432100 | 27    | 426    | SH | OTHER   |
| EBAY INC                     | COMMON | 278642103 | 663   | 20,600 | SH | DEFINED |
| EBAY INC                     | COMMON | 278642103 | 15    | 475    | SH | OTHER   |
| ELECTRONIC ARTS INC          | COMMON | 285512109 | 422   | 8,916  | SH | DEFINED |
| ELECTRONIC ARTS INC          | COMMON | 285512109 | 5     | 100    | SH | OTHER   |
| EMBRYO DEV CORP              | COMMON | 290818103 | 0     | 15,000 | SH | DEFINED |
| EMERSON ELEC CO              | COMMON | 291011104 | 65    | 1,390  | SH | DEFINED |
| EMERSON ELEC CO              | COMMON | 291011104 | 829   | 17,710 | SH | OTHER   |
| ESB FINANCIAL CORP           | COMMON | 26884F102 | 138   | 12,510 | SH | DEFINED |
| EXELON CORP                  | COMMON | 30161N101 | 164   | 2,256  | SH | DEFINED |
| EXELON CORP                  | COMMON | 30161N101 | 103   | 1,416  | SH | OTHER   |
| EXXON MOBIL CORP             | COMMON | 30231G102 | 4,283 | 51,060 | SH | DEFINED |

| COLUMN 1 | COL 2    | COL 3 | COL 4           | COLUMN 5 | COL 6      |
|----------|----------|-------|-----------------|----------|------------|
| -----    | -----    | ----- | -----           | -----    | -----      |
|          | TITLE OF |       | MARKET<br>VALUE | SHS OR   | INVESTMENT |

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| ISSUER                         | CLASS  | CUSIP     | (X\$1000) | PRN AMT   | SH/PRN | PUT/CALL | DISCRETION M |
|--------------------------------|--------|-----------|-----------|-----------|--------|----------|--------------|
| EXXON MOBIL CORP               | COMMON | 30231G102 | 2,809     | 33,489    | SH     |          | OTHER        |
| FEDEX CORP                     | COMMON | 31428X106 | 1,124     | 10,130    | SH     |          | DEFINED      |
| FEDEX CORP                     | COMMON | 31428X106 | 31        | 275       | SH     |          | OTHER        |
| FIRST COMWLTH FINL CORP PA     | COMMON | 319829107 | 13,204    | 1,209,122 | SH     |          | DEFINED      |
| FIRST COMWLTH FINL CORP PA     | COMMON | 319829107 | 873       | 79,921    | SH     |          | OTHER        |
| FIRSTMERIT CORP                | COMMON | 337915102 | 209       | 10,000    | SH     |          | DEFINED      |
| FNB                            | COMMON | 302520101 | 5,082     | 303,600   | SH     |          | DEFINED      |
| FORTUNE BRANDS INC             | COMMON | 349631101 | 1,000     | 12,140    | SH     |          | DEFINED      |
| FORTUNE BRANDS INC             | COMMON | 349631101 | 31        | 375       | SH     |          | OTHER        |
| FPL GROUP INC                  | COMMON | 302571104 | 154       | 2,715     | SH     |          | DEFINED      |
| FPL GROUP INC                  | COMMON | 302571104 | 133       | 2,350     | SH     |          | OTHER        |
| FRANKLIN RES INC               | COMMON | 354613101 | 534       | 4,029     | SH     |          | DEFINED      |
| GATEWAY BANK OF PENNSYLVANIA   | COMMON | 869099101 | 50        | 5,000     | SH     |          | DEFINED      |
| GENERAL ELECTRIC CO            | COMMON | 369604103 | 2,286     | 59,723    | SH     |          | DEFINED      |
| GENERAL ELECTRIC CO            | COMMON | 369604103 | 5,112     | 133,550   | SH     |          | OTHER        |
| GLAXOSMITHKLINE PLC            | COMMON | 37733W105 | 700       | 13,361    | SH     |          | DEFINED      |
| GLAXOSMITHKLINE PLC            | COMMON | 37733W105 | 10        | 200       | SH     |          | OTHER        |
| HARLEYSVILLE NATIONAL CORP     | COMMON | 412850109 | 441       | 27,349    | SH     |          | DEFINED      |
| HARTFORD FINL SVCS GROUP INC   | COMMON | 416515104 | 1,109     | 11,262    | SH     |          | DEFINED      |
| HARTFORD FINL SVCS GROUP INC   | COMMON | 416515104 | 112       | 1,135     | SH     |          | OTHER        |
| HELMERICH & PAYNE INC          | COMMON | 423452101 | 616       | 17,389    | SH     |          | DEFINED      |
| INGERSOLL-RAND COMPANY LTD     | COMMON | G4776G101 | 864       | 15,759    | SH     |          | DEFINED      |
| INGERSOLL-RAND COMPANY LTD     | COMMON | G4776G101 | 672       | 12,250    | SH     |          | OTHER        |
| INTEL CORP                     | COMMON | 458140100 | 371       | 15,635    | SH     |          | DEFINED      |
| INTEL CORP                     | COMMON | 458140100 | 90        | 3,800     | SH     |          | OTHER        |
| INTERNATIONAL BUSINESS MACHS   | COMMON | 459200101 | 1,376     | 13,073    | SH     |          | DEFINED      |
| INTERNATIONAL BUSINESS MACHS   | COMMON | 459200101 | 1,605     | 15,250    | SH     |          | OTHER        |
| JACOBS ENGR GROUP INC DEL      | COMMON | 469814107 | 967       | 16,818    | SH     |          | DEFINED      |
| JACOBS ENGR GROUP INC DEL      | COMMON | 469814107 | 27        | 475       | SH     |          | OTHER        |
| JOHNSON & JOHNSON              | COMMON | 478160104 | 1,265     | 20,535    | SH     |          | DEFINED      |
| JOHNSON & JOHNSON              | COMMON | 478160104 | 588       | 9,540     | SH     |          | OTHER        |
| JP MORGAN CHASE & CO           | COMMON | 46625H100 | 374       | 7,727     | SH     |          | DEFINED      |
| JP MORGAN CHASE & CO           | COMMON | 46625H100 | 163       | 3,370     | SH     |          | OTHER        |
| JUNIATA VALLEY NATL BK         | COMMON | 482016102 | 1,073     | 48,238    | SH     |          | DEFINED      |
| KRAFT FOODS INC                | COMMON | 50075N104 | 33        | 930       | SH     |          | DEFINED      |
| KRAFT FOODS INC                | COMMON | 50075N104 | 802       | 22,754    | SH     |          | OTHER        |
| L-3 COMMUNICATIONS HLDGS INC   | COMMON | 502424104 | 713       | 7,325     | SH     |          | DEFINED      |
| L-3 COMMUNICATIONS HLDGS INC   | COMMON | 502424104 | 17        | 175       | SH     |          | OTHER        |
| LEESPORT FINANCIAL CORPORATION | COMMON | 524477106 | 1,893     | 95,005    | SH     |          | DEFINED      |
| LEHMAN BROS HLDGS INC          | COMMON | 524908100 | 735       | 9,702     | SH     |          | DEFINED      |
| LEHMAN BROS HLDGS INC          | COMMON | 524908100 | 45        | 600       | SH     |          | OTHER        |
| LOWES COS INC                  | COMMON | 548661107 | 993       | 32,356    | SH     |          | DEFINED      |
| LOWES COS INC                  | COMMON | 548661107 | 210       | 6,850     | SH     |          | OTHER        |
| MAGNITUDE INFORMATION SYS IN   | COMMON | 559534102 | 5         | 112,400   | SH     |          | DEFINED      |
| MARATHON OIL CORP              | COMMON | 565849106 | 236       | 3,930     | SH     |          | DEFINED      |
| MCCORMICK & CO INC             | COMMON | 579780206 | 797       | 20,878    | SH     |          | DEFINED      |
| MCCORMICK & CO INC             | COMMON | 579780206 | 11        | 300       | SH     |          | OTHER        |
| MCDONALDS CORP                 | COMMON | 580135101 | 540       | 10,648    | SH     |          | DEFINED      |
| MCDONALDS CORP                 | COMMON | 580135101 | 25        | 500       | SH     |          | OTHER        |
| MELLON FINANCIAL CORP COM      | COMMON | 58551A108 | 465       | 10,559    | SH     |          | DEFINED      |
| MELLON FINANCIAL CORP COM      | COMMON | 58551A108 | 168       | 3,825     | SH     |          | OTHER        |
| MERCK & CO INC                 | COMMON | 589331107 | 114       | 2,299     | SH     |          | DEFINED      |
| MERCK & CO INC                 | COMMON | 589331107 | 1,319     | 26,478    | SH     |          | OTHER        |
| MERRILL LYNCH & CO INC         | COMMON | 590188108 | 992       | 11,870    | SH     |          | DEFINED      |
| MERRILL LYNCH & CO INC         | COMMON | 590188108 | 416       | 4,975     | SH     |          | OTHER        |
| MICROSOFT CORP                 | COMMON | 594918104 | 1,200     | 40,730    | SH     |          | DEFINED      |
| MICROSOFT CORP                 | COMMON | 594918104 | 217       | 7,375     | SH     |          | OTHER        |
| MORGAN STANLEY                 | COMMON | 617446448 | 8         | 100       | SH     |          | DEFINED      |
| MORGAN STANLEY                 | COMMON | 617446448 | 393       | 4,680     | SH     |          | OTHER        |

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|                             |        |           |       |         |    |         |
|-----------------------------|--------|-----------|-------|---------|----|---------|
| NATIONAL CITY CORP          | COMMON | 635405103 | 480   | 14,414  | SH | DEFINED |
| NATIONAL CITY CORP          | COMMON | 635405103 | 5     | 150     | SH | OTHER   |
| NEW MEXICO BANQUEST         | COMMON | 647991926 | 1,686 | 7,207   | SH | DEFINED |
| NEW MEXICO BANQUEST         | COMMON | 647991926 | 168   | 717     | SH | OTHER   |
| OMEGA FINANCIAL CORP        | COMMON | 682092101 | 4,447 | 165,377 | SH | DEFINED |
| ORACLE CORP                 | COMMON | 68389X105 | 861   | 43,697  | SH | DEFINED |
| ORACLE CORP                 | COMMON | 68389X105 | 74    | 3,766   | SH | OTHER   |
| PARKVALE FINANCIAL CORP     | COMMON | 701492100 | 6,672 | 224,544 | SH | DEFINED |
| PENNSYLVANIA RL ESTATE INVT | COMMON | 709102107 | 329   | 7,414   | SH | DEFINED |
| PEPSICO INC                 | COMMON | 713448108 | 1,401 | 21,607  | SH | DEFINED |
| PEPSICO INC                 | COMMON | 713448108 | 1,530 | 23,600  | SH | OTHER   |
| PETSMART INC                | COMMON | 716768106 | 791   | 24,371  | SH | DEFINED |
| PETSMART INC                | COMMON | 716768106 | 11    | 350     | SH | OTHER   |
| PFIZER INC                  | COMMON | 717081103 | 425   | 16,634  | SH | DEFINED |
| PFIZER INC                  | COMMON | 717081103 | 669   | 26,169  | SH | OTHER   |
| PNC FINL SVCS GROUP INC     | COMMON | 693475105 | 374   | 5,222   | SH | DEFINED |
| PNC FINL SVCS GROUP INC     | COMMON | 693475105 | 358   | 5,000   | SH | OTHER   |
| PPG INDS INC                | COMMON | 693506107 | 180   | 2,362   | SH | DEFINED |
| PPG INDS INC                | COMMON | 693506107 | 1,667 | 21,904  | SH | OTHER   |
| PPL CORP                    | COMMON | 69351T106 | 348   | 7,442   | SH | DEFINED |
| PPL CORP                    | COMMON | 69351T106 | 159   | 3,400   | SH | OTHER   |
| PRICE T ROWE GROUP INC      | COMMON | 74144T108 | 921   | 17,756  | SH | DEFINED |
| PRICE T ROWE GROUP INC      | COMMON | 74144T108 | 70    | 1,350   | SH | OTHER   |
| PROCTER & GAMBLE CO         | COMMON | 742718109 | 1,448 | 23,660  | SH | DEFINED |
| PROCTER & GAMBLE CO         | COMMON | 742718109 | 2,564 | 41,896  | SH | OTHER   |
| PROVIDENCE SVC CORP         | COMMON | 743815102 | 2,091 | 78,247  | SH | DEFINED |
| PUBLIC SVC ENTERPRISE GROUP | COMMON | 744573106 | 242   | 2,759   | SH | DEFINED |
| PUBLIC SVC ENTERPRISE GROUP | COMMON | 744573106 | 371   | 4,230   | SH | OTHER   |
| ROCKWELL AUTOMATION INC     | COMMON | 773903109 | 205   | 2,949   | SH | DEFINED |
| ROCKWELL AUTOMATION INC     | COMMON | 773903109 | 139   | 2,000   | SH | OTHER   |

| COLUMN 1                     | COL 2          | COL 3     | COL 4                  | COLUMN 5       |                 | COL 6                   |
|------------------------------|----------------|-----------|------------------------|----------------|-----------------|-------------------------|
| ISSUER                       | TITLE OF CLASS | CUSIP     | MARKET VALUE (X\$1000) | SHS OR PRN AMT | SH/PRN PUT/CALL | INVESTMENT DISCRETION M |
| ROCKWELL COLLINS INC         | COMMON         | 774341101 | 186                    | 2,637          | SH              | DEFINED                 |
| ROCKWELL COLLINS INC         | COMMON         | 774341101 | 141                    | 2,000          | SH              | OTHER                   |
| ROYAL BANCSHARES OF PENN-A   | COMMON         | 780081105 | 397                    | 20,156         | SH              | DEFINED                 |
| ROYAL DUTCH SHELL PLC        | COMMON         | 780259206 | 70                     | 864            | SH              | DEFINED                 |
| ROYAL DUTCH SHELL PLC        | COMMON         | 780259206 | 365                    | 4,500          | SH              | OTHER                   |
| S & T BANCORP INC            | COMMON         | 783859101 | 2,703                  | 82,160         | SH              | DEFINED                 |
| S & T BANCORP INC            | COMMON         | 783859101 | 252                    | 7,656          | SH              | OTHER                   |
| SCHLUMBERGER LTD             | COMMON         | 806857108 | 972                    | 11,440         | SH              | DEFINED                 |
| SCHLUMBERGER LTD             | COMMON         | 806857108 | 295                    | 3,468          | SH              | OTHER                   |
| SOUTHERN CO                  | COMMON         | 842587107 | 668                    | 19,474         | SH              | DEFINED                 |
| SOUTHERN CO                  | COMMON         | 842587107 | 15                     | 450            | SH              | OTHER                   |
| SUSQUEHANNA BANCSHARES INC   | COMMON         | 869099101 | 1,554                  | 69,487         | SH              | DEFINED                 |
| SUSQUEHANNA BANCSHARES INC P | COMMON         | 869099101 | 1,169                  | 52,242         | SH              | DEFINED                 |
| TARGET CORP                  | COMMON         | 87612E106 | 1,237                  | 19,450         | SH              | DEFINED                 |
| TARGET CORP                  | COMMON         | 87612E106 | 402                    | 6,313          | SH              | OTHER                   |
| TEXAS INSTRS INC             | COMMON         | 882508104 | 840                    | 22,333         | SH              | DEFINED                 |
| TEXAS INSTRS INC             | COMMON         | 882508104 | 124                    | 3,300          | SH              | OTHER                   |
| TRISTATE CAPITAL BANK        | COMMON         | 99R733108 | 500                    | 50,000         | SH              | DEFINED                 |
| UNITED TECHNOLOGIES CORP     | COMMON         | 913017109 | 1,158                  | 16,333         | SH              | DEFINED                 |

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|                          |        |           |         |           |    |         |
|--------------------------|--------|-----------|---------|-----------|----|---------|
| UNITED TECHNOLOGIES CORP | COMMON | 913017109 | 43      | 600       | SH | OTHER   |
| VALERO ENERGY CORP NEW   | COMMON | 91913Y100 | 1,062   | 14,375    | SH | DEFINED |
| VALERO ENERGY CORP NEW   | COMMON | 91913Y100 | 37      | 500       | SH | OTHER   |
| VERIZON COMMUNICATIONS   | COMMON | 92343V104 | 2,047   | 49,720    | SH | DEFINED |
| VERIZON COMMUNICATIONS   | COMMON | 92343V104 | 1,151   | 27,956    | SH | OTHER   |
| VODAFONE GROUP PLC NEW   | COMMON | 92857W209 | 85      | 2,528     | SH | DEFINED |
| VODAFONE GROUP PLC NEW   | COMMON | 92857W209 | 188     | 5,589     | SH | OTHER   |
| WACHOVIA CORP NEW        | COMMON | 929903102 | 1,291   | 25,187    | SH | DEFINED |
| WELLPOINT INC            | COMMON | 94973V107 | 671     | 8,404     | SH | DEFINED |
| WELLPOINT INC            | COMMON | 94973V107 | 8       | 100       | SH | OTHER   |
| WELLS FARGO & CO NEW     | COMMON | 949746101 | 985     | 28,003    | SH | DEFINED |
| WELLS FARGO & CO NEW     | COMMON | 949746101 | 223     | 6,332     | SH | OTHER   |
| WILLOW GROVE BANCORP     | COMMON | 97111W101 | 927     | 71,303    | SH | DEFINED |
| WINDSTREAM CORP          | COMMON | 97381W104 | 56      | 3,825     | SH | DEFINED |
| WINDSTREAM CORP          | COMMON | 97381W104 | 96      | 6,527     | SH | OTHER   |
| WYETH                    | COMMON | 983024100 | 770     | 13,434    | SH | DEFINED |
| WYETH                    | COMMON | 983024100 | 26      | 450       | SH | OTHER   |
| GRAND TOTALS             |        |           | 151,520 | 4,743,940 |    |         |