BOUCK STEVEN F
Form 4
February 07, 2008

FORM 4

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

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOUCK STEVEN F

(Last) (First) (Middle)

35 IRON POINT CIRCLE, SUITE 200

(Street)

FOLSOM, CA 95630

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WASTE CONNECTIONS INC/DE [WCN]

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	02/05/2008		A		19,703 (1)	A	$ 0	359,559	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)

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOUCK STEVEN F 35 IRON POINT CIRCLE SUITE 200 FOLSOM, CA 95630			President	

Signatures

Steve Bouck	02/06/2008
**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) This represents an award of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. Subject to the reporting person's continued service with the issuer, the award shall vest and the underlying shares of common stock shall be issued in five equal, annual installments, commencing on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. or Board service in shares of common stock. Amounts reflected as Stock Awards represent the fair value of the portion of retainer fees paid to each Director in stock under this arrangement.

(3) All Other Compensation consists of fees for attending meetings of the Board of Directors and Committees of First Commonwealth Bank at the rate of $1,000 per meeting attended.

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We did not grant any stock options to our Directors in 2009. Certain Directors hold options to purchase our stock that were awarded under prior plans. The table below sets forth the number of underlying securities, exercise price and expiration date of stock options held by the non-management Directors as of December 31, 2009. All of these stock options are fully earned and vested.

Name and Date of Award	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Exercise Price ($)	Option Expiration Date(1)
Julie A. Caponi	0	N/A	N/A
Ray T. Charley			
1/11/2000	2,000	11.063	1/11/2010
1/31/2001	2,000	10.75	1/31/2011
1/23/2002	3,000	11.70	1/23/2012
1/13/2003	3,000	12.06	1/13/2013
1/12/2004	3,000	14.41	1/12/2014
1/18/2005	3,000	14.55	1/18/2015
David S. Dahlmann			
1/13/2003	3,000	12.06	1/13/2013
1/12/2004	3,000	14.41	1/12/2014
1/18/2005	3,000	14.55	1/18/2015
Johnston A. Glass	0	N/A	N/A
Dale P. Latimer			
1/12/2004	3,000	14.41	1/12/2014
1/18/2005	3,000	14.55	1/18/2015
James W. Newill			
1/11/2000	2,000	11.063	1/11/2010
1/31/2001	2,000	10.75	1/31/2011
1/23/2002	3,000	11.70	1/23/2012
1/13/2003	3,000	12.06	1/13/2013
1/12/2004	3,000	14.41	1/12/2014
1/18/2005	3,000	14.55	1/18/2015

Laurie S. Singer			
1/23/2002	1,500	11.70	1/23/2012
1/13/2003	3,000	12.06	1/13/2013
1/12/2004	3,000	14.41	1/12/2014
1/18/2005	3,000	14.55	1/18/2015
Robert J. Ventura(2)			
2/28/2001	13,760	5.29	2/28/2011
4/24/2002	33,024	6.36	4/24/2012
5/22/2003	13,760	9.19	5/22/2013
1/18/2005	3,000	14.55	1/18/2015

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(1) Unexercised options generally terminate on the earlier of the option expiration date indicated or sixty (60) days after the date that the option holder ceases to be a Director of First Commonwealth (or three (3) months following a Director s termination as a result of death or disability), except that the options awarded to Mr. Ventura pursuant to the GA Financial, Inc. stock option plan (as noted in footnote 2 below) may be exercised for a period of three (3) months following the termination of his status as a Director (or one (1) year following his termination as a result of death or disability).

(2) Options granted to Mr. Ventura in 2001, 2002 and 2003 were granted by GA Financial, Inc. in his capacity as a Director of GA Financial. These options were converted into options to purchase First Commonwealth common stock on May 24, 2004 upon the completion of the merger of GA Financial and First Commonwealth.

EXECUTIVE OFFICERS

Information regarding our executive officers is set forth below. Biographical information for John J. Dolan and David R. Tomb, Jr. is set forth above under Election of Directors.

Name	Age	Positions Held and Principal Occupation for Past Five Years
Thaddeus J. Clements	53	Executive Vice President/Strategic Resources of First Commonwealth Financial Corporation (FCFC) since 2000. Formerly Senior Executive Vice President of First Commonwealth Bank (FCB).
Leonard V. Lombardi	50	Senior Vice President and Chief Audit Executive of FCFC since January 1, 2009. Formerly Senior Vice President / Loan Review and Audit Manager of FCFC.
Sue A. McMurdy	53	Executive Vice President of FCFC; Chief Information Officer of FCFC since 2000. Formerly Senior Executive Vice President of FCB; formerly President and Chief Executive Officer of First Commonwealth Systems Corporation, an information technology and data processing subsidiary that we merged into FCB in 2006.
R. John Previte	60	Senior Vice President, Investments, of FCFC since 1992. Also Senior Executive Vice President and Investment Officer of FCB; Chairman, President and Investment Officer of FraMal Holdings Corporation, an investment subsidiary of FCFC; Administrative Trustee of First Commonwealth Capital Trust I, First Commonwealth Capital Trust II and First Commonwealth Capital Trust III. Formerly Vice President of FraMal Holdings Corporation.
T. Michael Price	47	President of First Commonwealth Bank since November 2007. Formerly Chief Executive Officer of the Cincinnati and Northern Kentucky Region of National City Bank from July 2004 to November 2007 and Executive Vice President and Head of Small Business Banking of National City Bank prior to July 2004.
Matthew C. Tomb	33	Senior Vice President / Legal and Compliance of FCFC since August 2007. Formerly attorney with Sherman & Howard L.L.C., Denver, Colorado.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In this section we discuss the objectives and elements of our executive compensation program. This discussion focuses on compensation decisions in 2009 affecting our chief executive officer (CEO), each person who served as our principal financial officer during 2009 and the three other executive officers who received the highest compensation during 2009. We refer to these individuals as the named executive officers.

Objectives of Our Executive Compensation Program

The primary objectives of our executive compensation program are to:

- retain and motivate executives whose knowledge, skills and performance are critical to our success;
- attract and hire new executive team members primarily from within the competitive financial services industry;
- align the interests of executives and shareholders by motivating and rewarding executives for increases in shareholder value; and
- provide a total compensation package for executive officers that is competitive in the marketplace, but with a significant variable pay component based on overall corporate, business unit and individual performance, and which contributes to and creates shareholder value.

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Components of Executive Compensation

Our executive compensation program consists of multiple elements, designed to aid in the attraction and retention of highly qualified executives and to align pay with performance. Each element of the program is briefly described below, along with a summary of its objectives. A more complete discussion of each element is addressed in the Elements of Compensation section below.

Compensation Element	Description	Primary Objective(s)
Base Salary	Fixed cash compensation paid to an executive for performing specific job responsibilities, determined based on the responsibilities of the position held and the level of experience of the incumbent.	Provide a base level of compensation that fairly accounts for the executive s experience, duties, and scope of responsibility.
Annual Incentive Compensation	Variable compensation earned based on performance against pre-established annual corporate, business unit and individual performance goals.	Motivate and reward the achievement of annual operating and individual goals in accordance with the objectives established in our Balanced Scorecard.
Long-Term Incentive Compensation	Variable compensation earned based on performance against pre-established corporate performance goals over a three-year performance cycle.	Motivate and reward achievement of long-term operating goals in accordance with the objectives established in our Balanced Scorecard.
Benefits and Perquisites	Broad-based benefits provided to all First Commonwealth employees, such as our 401(k) plan, employee stock ownership plan and group medical, life and disability insurance.	Provide a competitive total package to attract and retain key executives.
	Nonqualified deferred compensation arrangement for employees whose compensation exceeds certain IRS retirement deferral limitations.	Restore retirement benefits otherwise limited by restrictions applicable to qualified plans.
Employment and Change of Control Agreements	Written contracts with certain key executives providing severance rights following termination of employment under specified circumstances	Provide protection to First Commonwealth or its successor in the form of non-compete and non-solicit arrangements in the event of a termination of employment.
		Provide reasonable and fair protection to the executive in the form of monetary and other benefits in the event of involuntary termination other than for cause.
		Retain key executives during the period a change of control transaction is being negotiated and ensure the impartiality of the key negotiators for the company.

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Operation and Role of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee of the Board is comprised of five Directors: Robert J. Ventura (Chairman), Julie A. Caponi, Ray T. Charley, Johnston A. Glass and Dale P. Latimer. Each member of the Committee is an independent director for purposes of the New York Stock Exchange listing standards. The Committee operates under a written charter that is reviewed and approved annually by the Board. A copy of this charter is available under the Investor Relations Corporate Governance section of our website, www.fcbanking.com.

The basic responsibilities of the Committee are to:

- oversee First Commonwealth s overall compensation structure, policies and programs, and assess whether that structure establishes appropriate incentives for management and employees;
- determine the CEO s salary, bonus and other incentive and equity compensation and review and approve the individual and corporate goals assigned to the CEO and evaluate the performance of the CEO in light of those goals;
- determine the salary, bonus and other incentive and equity compensation of the other Senior Executive officers and review and approve the individual and corporate goals assigned to the Senior Executive Officers and the CEO s evaluation of the performance of the Senior Executive Officers in light of those goals; and
- oversee the development, implementation and administration of incentive compensation and equity-based plans and approve awards under equity-based plans.

The Board approved amendments to the Committee s charter in January 2010 to expand the responsibilities of the Committee to include the oversight of the compensation structure, policies and programs for non-executive employees and the name of the Committee was changed from Executive Compensation to Compensation and Human Resources to reflect the Committee s expanded role.

The Committee relies upon such performance data, statistical information and other data regarding executive compensation programs, including information provided by First Commonwealth s Human Resources Department, officers and outside advisors, as it deems appropriate. The Committee has access to individual members of management and employees and may invite them to attend any Committee meeting. The Committee has the power and discretion to retain, at First Commonwealth s expense, such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties. The Committee did not retain a consultant during 2009.

Role of Executives in Establishing Compensation

The CEO plays a significant role in the design and implementation of our compensation program for all senior executive officers other than himself. His role includes:

- making recommendations on performance targets, goals and objectives for our incentive plans;
- evaluating senior executive officer performance;
- making recommendations regarding corporate titles, base salaries, annual and long-term incentive award opportunities and other employment terms for senior executive officers; and

providing background information for Committee meeting agenda items.

The CEO generally attends Committee meetings, but he is not present during executive sessions of the Committee at which his compensation is discussed. Thaddeus J. Clements, Executive Vice President and head of our human resources department, serves as the executive liaison to the Committee and regularly attends Committee meetings to provide reports and information on agenda topics.

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Benchmarking of Compensation

The Committee periodically benchmarks the base salary and total cash compensation of the named executive officers against the 50th percentile of compensation paid to officers holding comparable positions at peer companies. This analysis is generally conducted in connection with changes to executive officer compensation. The Committee did not approve any increases in base salary for the named executive officers for 2010, and as such, the Committee did not review benchmark information for salary or total cash compensation in 2009. The significant downturn in the financial services industry has adversely impacted many of the companies in First Commonwealth s compensation peer group. The Committee currently expects to review and update the compensation peer group during 2010 to ensure that the companies within the peer group remain comparable in size and operations to First Commonwealth.

Elements of Compensation

The Committee seeks to appropriately balance fixed compensation with variable, or at risk, compensation that is contingent on the financial success of the organization. A significant portion of the total compensation opportunity of the named executive officers is at risk. Variable compensation opportunities represent approximately 50% of the total compensation opportunity for the CEO and Bank President and lesser percentages the total compensation opportunity for other named executive officers, in each case, based upon the executive s base salary and potential target payouts under incentive compensation plans. This mix of fixed and variable compensation balances the need to pay competitive compensation with our goal of aligning pay with performance.

Base Salary

We provide base salaries to compensate our named executive officers for services performed during the year. Base salaries further our objectives of attracting and retaining executive talent and providing compensation that is competitive with our peers. Base salary directly affects the size of incentive plan awards, because we express incentive plan awards as a percentage of salary.

Base salaries for executive officers are determined by:

- Evaluating the responsibilities of the position held and the experience of the individual; and

- Considering the competitive marketplace for executive talent, primarily through a comparison to base salaries for comparable positions with companies in our peer group.

The Committee typically reviews base salaries annually as part of the performance review process as well as upon promotion or other change in job responsibility. Adjustments to base salaries are determined primarily by:

- An evaluation of the executive s personal development, which includes an assessment of his or her individual skills and attributes through a formal performance evaluation and progress on individual development objectives; and

- The performance of the executive s business unit, based upon measures contained in business unit scorecards and the success of business unit operating initiatives.

The Committee did not grant base salary increases to the named executive officers in 2010 due to the weak financial performance of the company in 2009 and the resulting loss of value by the company s shareholders. For similar reasons, Mr. Dolan voluntarily reduced his base salary to $460,000, which was his salary level at the end of 2008.

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Incentive Compensation Plans

The named executive officers and certain other key executives participate in two incentive compensation plans:

an annual incentive plan, which provides for the payment of annual cash bonuses based on the attainment of individual and short-term corporate performance measures, and

a long-term incentive compensation plan, which provides for the payment of cash bonuses or equity awards based on the attainment of corporate performance measures over a rolling three-year period.

These plans are intended to further our objectives of aligning the interests of executives and shareholders by motivating and rewarding executives for increases in shareholder value and increasing the weighting of variable pay based on overall corporate, business unit and individual performance. The combination of annual and long-term incentives is intended to balance our desire to improve financial results over the short term with the need to employ prudent and sustainable growth strategies.

The Committee approved an Annual Incentive Plan for 2009, but the named executive officers voluntarily suspended the Annual Incentive Plan in April 2009 as part of a company-wide effort to reduce expenses. Had the Annual Incentive Plan remained in force, no awards would have been paid for 2009 performance due to the fact that the company s earnings per share fell short of the threshold level established under the plan.

The Committee also approved a Long-Term Incentive Compensation Plan for a three-year performance period ending December 31, 2011 and award opportunities under this plan to the named executive officers and certain other key executives. Under the terms of the plan, each participating executive has the opportunity to earn a bonus in 2011 equal to a percentage of his or her base salary subject to the attainment of First Commonwealth s corporate performance goals during the three years ending December 31, 2011. Awards under this plan may be paid in cash or equity-based compensation at the Committee s discretion.

The payout for the three-year performance cycle ending December 31, 2011 will be based on the following corporate performance measures:

Measure	Weighting
3 Year Average Return on Equity	40%
3 Year Cumulative EPS	40%
Efficiency Ratio	20%
Total:	100%

For each of these performance measures, the Committee established threshold, target and superior levels of performance. The threshold level represents the minimum acceptable level of performance to earn an award under the particular measure, which would result in the payout of 50% of the target award opportunity for that performance measure. The target level represents the expected level of performance for a particular measure, which would result in the payout of 100% of the target award opportunity for that performance measure. The superior level represents a superior level of performance for a particular measure, which would result in the payout of 150% of the target award opportunity for that performance measure.

These corporate performance goals were derived from our enterprise balanced scorecard. Target levels were based on our three-year projections as of February 2009 when the targets were submitted to the Committee for approval. Threshold levels for each performance measure were viewed as reasonably attainable goals that still represented notable improvement. Superior levels were viewed as aggressive targets that would only be achieved through exceptional performance.

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2010 Incentive Plans

The Committee chose not to grant awards under the Long-Term Incentive Plan in 2010. The Committee determined that it was not practicable to establish meaningful three-year performance targets due to the sharp decline in the company s financial performance in 2009 and uncertainty regarding the impact of stricter capital requirements and increased regulation on the overall performance and returns of the banking industry. The Committee expects to review this Plan during the latter half of 2010 to determine whether the company s performance and industry dynamics have stabilized. Based upon this review, the Committee may establish Long-Term Incentive Plan targets or redesign the Long-Term Incentive Plan for 2011.

The Committee recognizes that incentive compensation is critical to the company s success in motivating and retaining executives and plays an integral role in aligning compensation with performance. As such, the Committee decided to establish Annual Incentive Plan (AIP) award opportunities for the named executive officers for 2010. However, the Committee modified the structure of the AIP substantially from recent years. The Committee increased each executive s target award percentage under the AIP by 50% to offset a portion of the compensation opportunity lost as a result of the suspension of the LTIP. The net result of these changes was a 25% reduction of each named executive s overall incentive compensation opportunity from 2009 levels.

In addition, the form of payment under the AIP has been changed from cash to shares of performance-restricted stock. The restricted stock will be subject to a five-year holding period from the date of issuance and will vest if and only if the company s stock attains a target price of $9.67 per share and maintains that level for a period of 30 days during that five-year holding period. This price implies a compounded annual rate of appreciation of 11.7% over the five-year holding period, which represents the required return on shares of the company s common stock based upon the capital asset pricing model. This target price is not intended to reflect the Committee s estimation of the fair value of or expected return on the company s shares, but represents the minimum requirement to vest any shares earned based on 2010 performance. These changes are intended to further align the interests of executives with our shareholders by increasing the overall share ownership of our executives and ensuring that the value of the compensation award is tied to the long-term performance of the company.

Only corporate performance measures were selected for the 2010 AIP. The performance measures for each named executive include earnings per share (EPS) and return on average equity (ROE). The Committee views these measures as important financial benchmarks for corporate performance. The performance measures for the CEO and Bank President also include the ratio of non-performing loans (including other real estate owned) to total loans in order to emphasize asset quality. The Committee believes that this mix of performance measures appropriately balances incentives for growth, financial performance and risk management for our top executives. The weightings of corporate performance measures for the 2010 AIP are as follows:

	Weighting (Percentage of Total Bonus Ppportunity)	
Measure	**CEO and Bank President**	**Other NEOs**
Earnings per Share	40%	50%
Return on Average Equity	40%	50%
Non-Performing Loans Ratio	20%	0%
Total:	100%	100%

For each of these performance measures, the Committee established threshold, target and superior levels of performance. If the target level of performance is achieved, the participant receives 100% of the target award. If the threshold level of performance is achieved, the participant receives 50% of the target award, and if the superior level of performance is achieved, the participant receives 150% of the target award. Award percentages are interpolated if actual corporate performance for a goal falls between threshold and target or between target and superior levels.

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The Committee carefully considered the performance targets for each measure due to the decline in the company s financial performance and the reduction of the company s dividend in 2009. In the past, the Committee has utilized budgeted amounts when establishing target levels of performance for incentive plan goals. However, the level of performance reflected in the 2010 budget, while a substantial improvement from 2009, remains below the company s long-term historical financial performance. Recognizing this, the Committee set the budgeted amounts for corporate performance measures as the threshold performance levels. As a result, the company must exceed the budgeted level of performance, in some cases by a substantial margin, in order for participants in the AIP to be compensated at the targeted award percentages.

Equity-Based Compensation and Stock Ownership Guidelines

In 2009, our Board of Directors and shareholders approved the First Commonwealth Financial Corporation Incentive Compensation Plan, which provides for the issuance of up to 5,000,000 shares of our common stock as equity-based compensation. Equity-based compensation more fully aligns the interests of our executives with those of our shareholders by directly linking the value of compensation with the value of our shares and providing an ownership interest to our executive team. The Committee started utilizing equity-based compensation with the 2010 Annual Incentive Plan as described above under 2010 Incentive Plans.

The Committee is considering the adoption of stock ownership guidelines for our executive officers to more effectively link the interests of management and our shareowners and to promote an ownership culture throughout our company. The Committee believes that stock should be acquired and held in quantities that encourage management to make decisions and take actions that will enhance company performance and increase its values. The guidelines, as currently contemplated, would require each executive officer to acquire and hold shares of stock having a value equal to at least a specified multiple of the individual s base salary. The Committee expects to finalize and approve the stock ownership guidelines during 2010.

Benefits

The executive officers participate in employee benefit programs available to all other eligible employees of First Commonwealth, including our 401(k) plan, Employee Stock Ownership Plan, and group medical, life and disability insurance. In addition, First Commonwealth provides certain supplemental executive benefits and perquisites to the named executive officers as described below.

Supplemental Executive Retirement Plan

The named executive officers participate in a Supplemental Executive Retirement Plan (SERP) that was established to restore benefits that are not available to them as highly compensated employees, according to rules of the Internal Revenue Service, under our 401(k) plan and Employee Stock Ownership Plan. Under the terms of the SERP, each participant may contribute up to 25% of his/her compensation in excess of IRS limits to the SERP in the form of a salary reduction. The SERP was amended in April 2009 to eliminate employer matching contributions. This change was instituted to reduce expenses associated with the SERP.

The Committee believes that the SERP is necessary to provide competitive retirement benefits to executives. The amounts that we contributed to the SERP on behalf of the named executive officers in 2009 are set forth in note 4 to the Summary Compensation Table on page 27, and the balance of each named executive officer s SERP account is set forth in the Nonqualified Deferred Compensation table on page 30.

Change of Control Agreements

We have entered into Change of Control Agreements with certain key employees, including each named executive officer other than Mr. Tomb. The purpose of the Change of Control Agreements is to promote stability and continuity of senior management and provide our executives the ability to fairly negotiate a potential corporate transaction on behalf of our shareholders.

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We believe these agreements are necessary to attract, retain, and motivate executive talent. However, we also believe that Change of Control Agreements should compensate executives who are displaced by a change of control and should not serve as an incentive to increase an executive s personal wealth. Therefore, our Change of Control Agreements require that there be both a change of control and an involuntary termination without cause (as defined) or a voluntary termination for good reason (as defined), which is often referred to as a double-trigger. The double-trigger ensures that we or our successor will become obligated to make payments under the Change of Control Agreements only if the executive is actually or constructively discharged as a result of the change of control. For similar reasons, severance payments under our Change of Control Agreements cease when an executive becomes eligible for full Social Security benefits. These agreements are outlined in more detail in the Potential Payments Upon Termination or Change of Control section of this Proxy Statement.

Employment Agreements

We have employment agreements with two of our named executive officers: John J. Dolan, our President and CEO, and T. Michael Price, President of First Commonwealth Bank. Each agreement sets a minimum base salary and provides for the executive s participation in our welfare and retirement benefit plans, as well as our annual and long-term incentive compensation plans. The agreements also provide for the payment of severance following termination of the executive s employment without cause and prohibit the executives from competing with us or soliciting our customers or employees for a specified period following the termination of their employment with us. In each case, the Committee determined that the severance rights and guaranteed base salary provided by the employment agreements were consistent with competitive market practice and appropriate in consideration of their significant responsibilities and the benefits that we receive from the restrictive covenants contained in their agreements. These employment agreements and the amounts payable upon termination of each executive s employment are outlined in greater detail in the Potential Payments Upon Termination or Change of Control section of this Proxy Statement.

Perquisites

We pay club dues for certain of our executive officers who have significant business development responsibilities, including Mr. Price and Ms. McMurdy. The Committee reviews the client entertainment activities of these named executive officers annually to ensure that the memberships are utilized for business development.

Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee has reviewed and discussed with management the Compensation Discussion and Analysis set forth in the preceding pages of this Proxy Statement. The Committee is satisfied that the Compensation Discussion and Analysis fairly and completely represents the philosophy, intent and actions of the Committee with regard to executive compensation and recommended to the Board of Directors of First Commonwealth that the Compensation Discussion and Analysis be included in this Proxy Statement for filing with the SEC.

Submitted by the Compensation and Human Resources Committee,

Robert J. Ventura, Chairman

Julie A. Caponi

Ray T. Charley

Johnston A. Glass

Dale P. Latimer

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Summary Compensation Table

The following table shows compensation for the named executive officers for each of the last three years.

Name and Principal Position	Year	Salary ($)(1)	Bonus ($)	Stock Awards ($)	Non-Equity Incentive Plan Compensation ($)(3)	All Other Compensation ($)(4)	Total ($)
John J. Dolan	2009	530,000	0	0	0	25,946	555,946
President and Chief Executive Officer	2008	460,000	0	0	0	56,128	516,128
	2007	381,539	0	0	49,000	53,792	484,331
Teresa M. Ciambotti	2009	155,500	0	0	0	5,057	160,557
Senior Vice President, Controller and Interim Principal Financial Officer	2008	106,731	0	0	30,013	0	136,744
	2007	0	0	0	0	0	0
T. Michael Price	2009	360,500	0	0	0	45,103(5)	405,603
President of First Commonwealth Bank	2008	350,000	87,500	0	207,750	136,510	781,760
	2007	40,385	87,500	383,250(2)	0	13,950	525,085
Sue A. McMurdy	2009	292,125	0	0	0	26,766	318,891
Executive Vice President and Chief Information Officer	2008	285,000	0	0	76,568	33,108	394,676
	2007	275,000	0	0	17,359	118,056	410,415
David R. Tomb, Jr.	2009	268,000	0	0	0	96,046(6)	364,046
Senior Vice President, Secretary and Treasurer	2008	268,000	0	0	72,839	101,923	442,762
	2007	260,000	0	0	23,725	98,413	382,138
Edward J. Lipkus, III	2009	179,221	0	0	0	153,767(7)	332,988
Former Executive Vice President and Chief Financial Officer	2008	255,000	0	0	0	30,312	285,312
	2007	226,154	0	0	22,260	7,405	255,819

(1) Annual salary includes compensation for an amount deferred at the election of the named executive officer pursuant to First Commonwealth s 401(k) plan and supplemental executive retirement plan.
(2) We issued 35,000 shares of restricted stock to Mr. Price as an inducement to his employment with First Commonwealth on November 12, 2007. The restrictions lapse in three equal installments on each of the first three anniversaries of the date of issuance. The amounts shown for 2007 reflect the grant date fair value of the restricted stock award. Amounts previously reported for 2007 and 2008 have been revised pursuant to a change in the disclosure requirements of the SEC in 2009.
(3) Amounts in this column represent payments under our annual incentive plan. Refer to Grants of Plan Based Awards below for a description of this plan.

(4) The amounts shown under the heading All Other Compensation reflect, with respect to each named executive officer, (i) matching contributions made by First Commonwealth under First Commonwealth s 401(k) plan, (ii) discretionary contributions made by First Commonwealth under the 401(k) plan, (iii) the allocation of shares to the named executive officer s account under the First Commonwealth Employee Stock Ownership Plan, and (iv) contributions made by First Commonwealth under the non-qualified supplemental executive retirement plan, as follows:

Named Executive Officer	Matching 401(k) Contributions ($)	Discretionary 401(k) Contributions ($)	Allocation of ESOP Shares ($)	SERP Contributions ($)
John J. Dolan	9,800	7,350	2,818	5,978
Teresa M. Ciambotti	1,820	2,340	897	0
T. Michael Price	9,800	7,350	2,818	17,318
Sue A. McMurdy	9,800	7,350	2,818	6,798
David R. Tomb, Jr.	9,800	7,350	2,818	6,078
Edward J. Likpus, III	7,153	5,365	0	1,249

(5) All Other Compensation for Mr. Price also included $7,817 in dividends paid on unvested shares of restricted stock. Refer to footnote 2 for a description of the restricted stock award.

(6) All Other Compensation for Mr. Tomb also included $70,000 in legal fees paid to Tomb & Tomb, a law firm in which Mr. Tomb is a partner, for legal services rendered to First Commonwealth and First Commonwealth Bank.

(7) All Other Compensation for Mr. Lipkus also included a separation payment in the amount of $140,000.

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Grants of Plan-Based Awards

The following table shows information on awards to the named executive officers during 2009 under our 2009-2011 Long-Term Incentive Plan (LTIP):

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards($)(1)		
Name	**Grant Date**	**Threshold**	**Target**	**Superior**
John J. Dolan	2/9/2009	132,500	265,000	397,500
Teresa M. Ciambotti	2/9/2009	18,750	37,500	56,250
T. Michael Price	2/9/2009	90,125	180,250	270,375
Sue A. McMurdy	2/9/2009	36,515	73,031	109,546
David R. Tomb, Jr.	2/9/2009	33,500	67,000	100,500

(1) Amounts in the table above reflect the dollar value of the estimated future payout under the LTIP based upon the achievement of threshold, target and superior levels of performance for all relevant performance goals. Actual awards are calculated based on a composite of multiple performance goals. Please refer to the discussion of incentive compensation under the Compensation Discussion and Analysis section of this Proxy Statement for additional details concerning the LTIP.

Target awards under the LTIP are calculated as a percentage of base salary for each named executive officer as follows: Dolan 50%, Price 50%; McMurdy 25%; Tomb 25%; and Ciambotti 25%.

Awards for performance at the threshold level are 50% of the target award amount, and awards for performance at the superior level are 150% of the target award amount.

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Outstanding Equity Awards at Fiscal Year-End

The following table presents the number of underlying securities, exercise price and expiration date of stock options and the number and market value of unvested stock awards held by the named executive officers as of December 31, 2009:

	Option Awards			Stock Awards	
Name and Date of Award	**Number of Securities Underlying Unexercised Options Exercisable (#)(1)**	**Option Exercise Price ($)**	**Option Expiration Date (2)**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)(3)**
John J. Dolan					
1/13/2003	16,347	12.06	1/13/2013		
Teresa M. Ciambotti					
T. Michael Price					
11/12/2007				11,667(4)	$ 54,252
Sue A. McMurdy					
1/11/2000	8,136	11.063	1/11/2010		
1/31/2001	12,130	10.75	1/31/2011		
1/23/2002	12,308	11.70	1/23/2012		
1/13/2003	10,700	12.06	1/13/2013		
David R. Tomb, Jr.					
1/11/2000	9,039	11.063	1/11/2010		
1/31/2001	9,302	10.75	1/31/2011		
1/23/2002	8,547	11.70	1/23/2012		
1/13/2003	8,291	12.06	1/13/2013		
Edward J. Lipkus, III					

(1) All outstanding options have been fully earned and are fully exercisable.

(2) All unexercised options terminate on the earlier of the option expiration date indicated or the date that the option holder ceases to be an employee of First Commonwealth (whether employment is terminated voluntarily or involuntarily, for cause or otherwise). However, options will remain exercisable for a period of three (3) months following an employee s retirement (defined in the plan as the termination of employment following the attainment of age sixty (60) after having completed at least ten (10) years of employment with First Commonwealth), death or disability.

(3) Calculated using the closing price of First Commonwealth s stock on the New York Stock Exchange on December 31, 2009.

(4) We issued 35,000 shares of restricted stock to Mr. Price on November 12, 2007 as an inducement award. The shares vest in equal installments on each of the first three anniversaries of the date of grant.

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Option Exercises

None of the named executive officers exercised stock options during 2009.

Nonqualified Deferred Compensation

The following table presents executive and employer contributions, aggregate earnings, withdrawals and distributions and year-end balance of each named executive officer s Supplemental Executive Retirement Plan account for 2009.

Name	Executive Contributions in 2009 ($)	Registrant Contributions in 2009 ($)	Aggregate Earnings in 2009 ($)(1)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at 12/31/2009 ($)
John J. Dolan	59,831	5,978	126,468	0	546,412
Teresa M. Ciambotti	0	0	0	0	0
T. Michael Price	66,804	17,318	379	0	140,703
Sue A. McMurdy	33,116	6,798	52,556	0	243,232
David R. Tomb, Jr.	26,021	6,078	176	0	60,958
Edward J. Lipkus, III	8,250	1,249	4,318	862	32,312

(1) Amounts contributed to the SERP are invested in third party investment vehicles, such as mutual funds and money-market accounts. Earnings reflect the market return on these investments and include interest, dividends and appreciation in the net asset value of investments held in each named executive officer s Supplemental Executive Retirement Plan account.

Compensation Policies and Practices Relating to Risk Management

The Compensation and Human Resources Committee and the Risk Committee of the Board annually review the terms of incentive compensation plans for our executive officers and for non-executive employees who, individually or as a group, are in a position to create material risk exposures for the company. The purpose of this review is to ensure that these plans appropriately balance risk and financial results in a manner that does not provide participants with an incentive to take excessive risks on behalf of the company. We achieve this balance for executive officers by requiring executives to acquire and hold a substantial amount of our stock and, in certain cases, by utilizing equity-based compensation in lieu of cash for the payment of incentive awards. For non-executive positions, we balance incentives for risk-taking and risk management through the use of asset quality performance measures, claw-back provisions that allow the company to recover incentives paid on loans that deteriorate within a certain period of time after origination and plan provisions that reduce or disqualify incentives for employees who fail to effectively monitor their existing portfolios. We believe these practices enable us to achieve the desired balance between risk and return in our incentive plans.

Potential Payments Upon Termination or Change in Control

Overview

First Commonwealth has entered into agreements with certain executive officers and key employees, including four of the named executive officers, providing for the payment of severance and benefits in the event of a qualifying termination of employment following a change in control. Mr. Dolan and Mr. Price are also parties to employment agreements that entitle those officers to receive severance payments and benefits if their employment is terminated under certain circumstances. These agreements are summarized below. Except as provided in these agreements, First Commonwealth has not agreed to pay severance or provide benefits to any of the named executive officers following the termination of his or her employment.

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Change of Control Agreements

We have entered into a Change of Control Agreement with each named executive officer other than Mr. Tomb. Under the terms of these agreements, the executive will be entitled to receive severance payments in equal monthly installments over a specified period following the termination of his or her employment if the executive is terminated without cause (as defined below) or terminates his or her employment for good reason (as defined below) within a specified period following the occurrence of a change of control (as defined below) of First Commonwealth, each of which is referred to in the Change of Control Agreements as a qualifying termination. The periods following a change of control during which severance may be triggered by a qualifying termination and the number of months of severance payments for each named executive officer are as follows:

Name	Termination Period	Months of Severance
John J. Dolan	Three years	36 months
T. Michael Price	Three years	36 months
Sue A. McMurdy	Three years	36 months
Teresa M. Ciambotti	One year	12 months

The monthly severance payment is calculated as one-twelfth (1/12) of the sum of the following:

- the executive s annual base salary immediately prior to the change of control;
- the aggregate amount of all bonuses paid to the executive during the twelve months prior to the change of control;
- the aggregate amount of all contributions by First Commonwealth for the account of the executive under First Commonwealth s 401(k) plan and ESOP during the twelve months prior to the change of control; and
- the aggregate amount of all contributions by the executive and First Commonwealth to his or her Supplemental Executive Retirement Plan account during the twelve-months prior to the change of control.

In addition to severance payments, the former executive and his or her family will continue to receive, at the employer s expense, the same level of medical, dental, accident, disability and life insurance benefits during the period in which severance is payable on substantially the same terms and conditions as existed immediately prior to the qualifying termination.

A change of control occurs if any person or group of persons acting in concert acquire 50% or more of the outstanding shares of First Commonwealth s common stock (including by merger, consolidation or similar transaction), or if the persons who were Directors as of the date of the Change of Control Agreement (or any replacement Director who is nominated by a majority of the incumbent Directors) cease to constitute a majority of the Board of Directors for any reason.

Cause for termination by the company exists if the executive commits a felony resulting in, or intended to result in, loss to First Commonwealth, its customers, or affiliates, or if the executive intentionally fails to perform his or her duties for 30 consecutive days following written notice from First Commonwealth that such duties are not being performed.

An executive has good reason to terminate his or her employment if the executive s title or responsibilities are reduced or diminished, the executive is forced to relocate his or her principal office by more than 50 miles or is to travel significantly more than prior to the change of control or the company reduces the executive s base salary or material benefits.

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The executive s right to receive severance payments and benefits is conditioned upon his or her compliance with covenants prohibiting competition with the former employer and soliciting customers and employees of the former employer during the period in which severance is being paid.

The right to receive severance benefits terminates when the executive reaches full retirement age for purposes of receiving Social Security benefits.

In addition, if the payments and benefits to which the executive is entitled under his or her Change of Control Agreement, either alone or together with any other payments or benefits that he or she is entitled to receive from First Commonwealth, would constitute a parachute payment for purposes of section 280G of the Internal Revenue Code, the payments and benefits will be reduced by the minimum amount necessary to result in no portion of the payments and benefits being non-deductible by First Commonwealth and subject to the excise taxes imposed under the Internal Revenue Code for parachute payments.

The following table sets forth the payments and the value of benefits that each of the four named executive officers who are currently parties to change of control agreements would have been entitled to receive if a qualifying termination had occurred following a change in control on December 31, 2009:

	Aggregate Severance Payments ($)(1)	Value of Health Benefits ($)(2)	Value of Dental Benefits ($)(3)	Value of Life and AD&D Insurance Benefits ($)(4)	Value of Disability Insurance Benefits ($)(5)
John J. Dolan	1,847,331	41,413	0	5,766	1,550
Teresa M. Ciambotti	191,070	3,768	0	727	390
T. Michael Price	2,017,020	47,878	3,788	5,766	1,550
Sue A. McMurdy	1,282,725	41,413	2,377	5,317	1,550

(1) Amounts represent a multiple of the aggregate salary, bonus, employer 401(k) and ESOP contributions and employer and employee SERP contributions paid to the named executive officer during 2009 as follows: Dolan, Price and McMurdy 3X, and Ciambotti 1X.
(2) Calculated using actual premium costs for 2010 and estimated premium costs for 2011 and 2012 based on a 15% projected annual increase in premiums.
(3) Calculated using actual premium costs for 2010 and estimated premium costs for 2011 and 2012 based on a 10% projected increase in premiums. Mr. Dolan and Ms. Ciambotti do not participate in the dental insurance plan.
(4) Calculated using the actual premiums that would be payable for coverage in 2010 through 2011 and 2012 based on a 10% projected annual increase in premiums. Coverage and premiums are calculated based on the executive s current salary and would therefore remain fixed during the term of the severance period.
(5) Calculated using the actual premiums that would be payable for coverage in 2010 through 2011 and 2012 based on a 10% projected annual increase in premiums. Coverage and premiums are calculated based on the executive s current monthly salary (capped at 60% of monthly salary) and would therefore remain fixed during the term of the severance period.

Employment Agreement with Mr. Dolan

We entered into an employment agreement with Mr. Dolan when he assumed the position of President and CEO on March 1, 2007. Under the terms of his employment agreement, Mr. Dolan is employed for an initial term of three years. At the end of his initial term, Mr. Dolan s employment will automatically renew for successive one-year periods unless terminated by either party upon notice given at least 60 days prior to the end of the term.

If, prior to March 1, 2010, First Commonwealth terminates Mr. Dolan s employment other than for cause or Mr. Dolan resigns for good reason, then First Commonwealth must continue to pay Mr. Dolan a lump sum severance payment equal to the aggregate base salary that he would have received for the balance of the term of the agreement (i.e., until March 1, 2010), subject to the execution of an agreed form of separation agreement and

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general release by Mr. Dolan. First Commonwealth will also offer continuation coverage to Mr. Dolan, as required by COBRA, under First Commonwealth s group health plan on the terms and conditions mandated by COBRA including Mr. Dolan s payment of the applicable COBRA premiums.

Cause for the termination of Mr. Dolan s employment would exist if: (i) Mr. Dolan fails to comply with any material provision of his employment agreement; (ii) Mr. Dolan fails to perform in any material respect the duties of his employment (including the failure to comply with any lawful directive from the Board of Directors); (iii) Mr. Dolan engages in misconduct that is materially harmful to First Commonwealth (as determined in the reasonable judgment of the Board of Directors); (iv) Mr. Dolan engages in dishonest or fraudulent acts or is convicted of a crime that would render his continued employment with First Commonwealth materially damaging or detrimental to First Commonwealth (as determined in the reasonable judgment of the Board of Directors); or (v) Mr. Dolan is grossly negligent in the performance of his duties.

Mr. Dolan would have good reason to resign if: (i) his title, position or responsibilities are substantially reduced; (ii) he is required to relocate permanently to a site more than fifty (50) miles outside of Indiana, Pennsylvania; or (iii) he is assigned duties or responsibilities that are materially inconsistent with the position of President and CEO.

If we had terminated Mr. Dolan s employment without cause on December 31, 2009, or if Mr. Dolan had terminated his employment with us for good reason on that date, he would have been entitled to receive a lump sum payment of $88,333.

Employment Agreement with Mr. Price

We entered into an employment agreement with Mr. Price when he assumed the position of President of First Commonwealth Bank on November 12, 2007. Under the terms of his employment agreement, Mr. Price is employed for an initial term of three years ending November 30, 2010. At the end of his initial term, Mr. Price s employment will automatically renew for successive one-year periods unless terminated by either party upon notice given at least 60 days prior to the end of the term.

If, prior to November 30, 2010, First Commonwealth terminates Mr. Price s employment other than for cause or Mr. Price resigns for good reason, then Mr. Price will be entitled to receive a lump sum payment equal to the product of (x) one-twelfth of the sum of (A) Mr. Price s current base salary, (B) the aggregate amount of all bonuses paid to Mr. Price during the twelve-month period preceding his termination, (C) the aggregate amount of all contributions by First Commonwealth for the account of Mr. Price under our 401(k) plan and ESOP during the twelve-month period preceding his termination, and (D) the aggregate of all contributions by Mr. Price and by First Commonwealth for the account of Mr. Price to the SERP during the twelve-month period preceding his termination, multiplied by (y) the number of months remaining in the initial term of employment (i.e., through November 30, 2010), subject to the execution of an agreed form of separation agreement and general release by Mr. Price. First Commonwealth will also offer continuation coverage to Mr. Price, as required by COBRA, under First Commonwealth s group health plan on the terms and conditions mandated by COBRA including Mr. Price s payment of the applicable COBRA premiums, for a period of 18 months following termination of his employment. If COBRA coverage expires prior to November 30, 2010, First Commonwealth will offer Mr. Price a conversion policy and pay the lesser of the premium cost of the conversion policy or $2,200 per month through November 30, 2010.

Cause for the termination of Mr. Price s employment would exist if: (i) Mr. Price fails to comply with any material provision of his employment agreement; (ii) Mr. Price fails to perform in any material respect the duties of his employment (including the failure to comply with any lawful directive from the Board of Directors or the CEO of First Commonwealth); (iii) Mr. Price engages in dishonest or fraudulent acts or is convicted of a crime that would render his continued employment with First Commonwealth materially damaging or detrimental to First Commonwealth; or (iv) Mr. Price is grossly negligent in the performance of his duties.

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Mr. Price would have good reason to resign if: (i) his title, position or responsibilities are substantially reduced; (ii) we reduce his base salary or materially reduce any benefits provided under his employment agreement (unless the reduction applies equally to similarly situated employees); (iii) he is required to relocate permanently to a site more than fifty (50) miles outside of Indiana, Pennsylvania; or (iv) he is assigned duties or responsibilities that are materially inconsistent with the position of President of the Bank

If we had terminated Mr. Price s employment without cause on December 31, 2009, or if Mr. Price had terminated his employment with us for good reason on that date, he would have been entitled to receive a lump sum severance payment in the amount of $616,311.

COMPLIANCE WITH BENEFICIAL OWNERSHIP REPORTING

Section 16(a) of the Securities Exchange Act of 1934 requires First Commonwealth s Directors and executive officers, and persons who own more than 10% of a registered class of First Commonwealth s equity securities, to file with the SEC an initial report of ownership and reports of changes in ownership of our common stock and other equity securities of First Commonwealth. Executive officers, Directors and greater than 10% shareholders are required by SEC regulations to furnish First Commonwealth with copies of all Section 16(a) forms they file. Thaddeus J. Clements, Executive Vice President / Strategic Resources, filed a Form 4 reporting a single transaction on September 3, 2009, two days after the reporting deadline, and T. Michael Price, President of First Commonwealth Bank, filed a Form 5 in February 2010 reporting a single transaction that occurred on December 4, 2009. Based solely on its review of the copies of forms received by it, and written and oral representations from its Directors, executive officers and greater than 10% shareholders, First Commonwealth is not aware of any other late filings or failures to file Section 16(a) forms during 2009.

RELATED PARTY TRANSACTIONS

Any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships between First Commonwealth or any of its subsidiaries and any of First Commonwealth s executive officers, Directors or nominees for election as a Director, any person owning more than 5% of First Commonwealth s common stock or any immediate family member of any of the foregoing persons is considered a related party transaction and must be approved or ratified by the Governance Committee in accordance with a written policy adopted by First Commonwealth s Board of Directors.

This policy requires the Governance Committee to review the material facts of any related party transaction and either approve or disapprove the transaction after considering, among other factors it deems appropriate, whether the related party transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party s interest in the transaction.

Any Director who has an interest in the transaction may not participate in any discussion or approval of the transaction except for the purpose of providing material facts concerning the transaction.

The policy does not apply to the following categories of transactions:

transactions that are available to all employees or customers of First Commonwealth generally;

transactions involving less than $120,000 when aggregated with all similar transactions; and

loans made by First Commonwealth Bank (or any other banking subsidiary of First Commonwealth) in the ordinary course of business, made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender, and not involving more than the normal risk of collectibility or presenting other unfavorable features.

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In addition, certain categories of transactions have been pre-approved under the terms of the policy, including:

- compensation paid to executive officers of First Commonwealth if either (i) the compensation is required to be reported in First Commonwealth s Proxy Statement under the rules of the SEC or (ii) the executive officer is not an immediate family member of another executive officer or Director of First Commonwealth and the compensation would be reported in First Commonwealth s Proxy Statement if the executive officer was a named executive officer (as defined above under Executive Compensation);
- compensation paid to Directors that is required to be reported in First Commonwealth s Proxy Statement; and
- transactions in which all shareholders benefit proportionately (such as the payment of dividends).

The following is a summary of related party transactions during 2009:

- First Commonwealth Bank paid Julia E. Trimarchi Cuccaro $102,750 as salary in her capacity as Vice President and Assistant Secretary of First Commonwealth Bank and $40,000 for legal services provided to the Bank. First Commonwealth Bank also paid Ms. Cuccaro $133,363 for state-wide lien searches and abstracting services in connection with loans made by the Bank, of which $87,071 was paid by Ms. Cuccaro to title companies and other third party search firms. Ms. Cuccaro is a Director of First Commonwealth.
- First Commonwealth Financial Corporation paid $183,725 in compensation to Matthew C. Tomb in his capacity as Senior Vice President Legal and Compliance. Matthew Tomb is the son of Director David R. Tomb, Jr.
- First Commonwealth Bank entered into a lease agreement with SML Limited Partnership, a real estate holding company owned by three children of Director Dale P. Latimer, for the construction and operation of a branch in New Alexandria, PA. The lease has an initial term of 15 years with three optional renewal terms of five years each. The aggregate rent payable during the initial 15-year term is $1,077,000.

First Commonwealth has made and intends to continue to make loans through its subsidiary, First Commonwealth Bank, to various of its Directors and executive officers, and to corporations or other entities in which they may own a controlling interest. Any such loans were and will be made in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and do not and will not involve more than a normal risk of collectibility or present other unfavorable features. The amount of credits issued by First Commonwealth Bank to Directors and executive officers during 2009 is included in the Related Party Transactions note to First Commonwealth s Annual Report on Form 10-K.

In addition to loans made by its banking subsidiary, First Commonwealth, through an executive loan plan, previously advanced amounts to executive officers of First Commonwealth. These loans were extended through a line of credit and accrue interest at the New York City prime rate. Thaddeus J. Clements is the only executive officer who has an outstanding loan balance under this program. During 2009, the highest amount outstanding to Mr. Clements was $53,574, and the balance outstanding as of December 31, 2009 was $45,574. First Commonwealth discontinued advancing amounts under this plan as of July 30, 2002 and has not granted any extensions or modifications of loans that were made prior to that date.

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PROPOSAL 2 RATIFICATION INDEPENDENT ACCOUNTING FIRM

At the annual meeting, a vote will be taken on a proposal to ratify the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending December 31, 2010. KPMG LLP has audited our financial statements since 2006.

The Audit Committee of the Board expects to appoint KPMG LLP as the independent auditors of First Commonwealth and our subsidiaries for the year ending December 31, 2010. Although shareholder approval is not required, the Board desires to obtain shareholder ratification of this appointment. If the appointment is not ratified at the annual meeting, the Board will review its future selection of auditors. If the appointment is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of First Commonwealth and its shareholders. Representatives of KPMG LLP are expected to be present at the annual meeting to make a statement if they so desire and to respond to appropriate questions.

The affirmative vote of the holders of a majority of First Commonwealth s common stock present in person or represented by proxy at the annual meeting is necessary for ratification of the selection of KPMG LLP as our independent registered public accounting firm.

THE BOARD RECOMMENDS A VOTE FOR THE RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

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ANNUAL AUDIT INFORMATION

Report of the Audit Committee

The Audit Committee of First Commonwealth s Board of Directors operates under a written charter that specifies the Audit Committee s duties and responsibilities. This charter is available on First Commonwealth s website at www.fcbanking.com by following the links to Investor Relations and Corporate Governance.

Management is responsible for the financial reporting process, the system of internal controls, including internal control over financial reporting, and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. KPMG LLP, First Commonwealth s independent registered public accounting firm (independent auditors), is responsible for the integrated audit of the consolidated financial statements and internal control over financial reporting. The Audit Committee s responsibility is to monitor and oversee these processes and procedures. The Audit Committee relies, without independent verification, on the information provided to the Audit Committee and on the representations made by management regarding the effectiveness of internal control over financial reporting, that the financial statements have been prepared with integrity and objectivity and that such financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Audit Committee also relies on the opinions of the independent auditors on the consolidated financial statements and the effectiveness of internal control over financial reporting.

In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the audited consolidated financial statements of First Commonwealth as of and for the year ended December 31, 2009 with First Commonwealth s management and independent auditors. The Committee has also discussed with First Commonwealth s independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 Communication with Audit Committees, as amended. The Audit Committee has also received from the independent auditors the written disclosures and the letter required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and has discussed with the independent auditors any relationships that may have an impact on their objectivity and independence and satisfied itself as to the auditors independence.

Based on the review and discussions noted above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in First Commonwealth s annual report on Form 10-K for the fiscal year ended December 31, 2009 for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee,

James W. Newill, Chairman

Julie A. Caponi

Laurie S. Singer

Robert J. Ventura

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Fees Billed by Accounting Firm to First Commonwealth

The aggregate fees billed by KPMG LLP for each of the fiscal years ended December 31, 2009 and 2008, respectively, were as follows:

	For the Fiscal Year Ended December 31, 2009 ($)	For the Fiscal Year Ended December 31, 2008 ($)
Audit Fees	1,065,800(1)	949,690
Audit Related Fees	0	0
Tax Fees	0	0
All Other Fees	0	0

(1) The amount of Audit Fees for 2009 represents actual fees billed and does not include additional fees related to the integrated audit of First Commonwealth s 2009 consolidated financial statements that may be billed after the date of this Proxy Statement.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee is required to pre-approve the audit and non-audit services performed by First Commonwealth s independent registered public accounting firm (independent auditors) in order to assure that the provision of those services does not impair the accounting firm s independence. Accordingly, the Audit Committee has adopted a policy for the pre-approval of audit and non-audit services by First Commonwealth s independent auditors. This policy allows the Audit Committee to pre-approve services through general pre-approval or specific pre-approval.

Under general pre-approval, the Audit Committee approves in advance the payment of up to a specified amount of fees for the performance of specified types of audit, audit-related, tax and other services by the independent auditors. The term of general pre-approval is generally twelve (12) months from the date of pre-approval. Any services that are not subject to general pre-approval or fees in excess of pre-approved limits must be specifically pre-approved by the Audit Committee on a case-by-case basis. Pre-approved fee levels or budgeted amounts for all services to be provided by the independent auditors are established annually by the Audit Committee.

The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditors to management. However, the pre-approval policy allows the Audit Committee to delegate to one or more designated members of the Audit Committee the authority to grant required pre-approvals. The decision of any member to whom authority is delegated to pre-approve an activity is presented to the full Audit Committee at its next scheduled meeting.

SHAREHOLDER COMMUNICATIONS WITH DIRECTORS

First Commonwealth shareholders who want to communicate with the Board or any individual Director can write to:

First Commonwealth Financial Corporation

Attn: Board Communications

P.O. Box 400

Indiana, PA 15701

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Your letter should indicate that you are a First Commonwealth shareholder. Depending on the subject matter, management will:

- forward the communication to the Director or Directors to whom it is addressed;
- attempt to handle the inquiry directly, for example where it is a request for information about the company or it is a stock-related matter; or
- not forward the communication if it is primarily commercial in nature or if it relates to an improper or irrelevant topic.

At each Board meeting, a member of management presents a summary of all communications received since the last meeting that were not forwarded and makes those communications available to the Directors on request.

In addition, First Commonwealth has retained an independent service provider to receive calls from shareholders and other interested parties who wish to communicate with the non-management Directors. The telephone number for this service is 1-866-825-5283. The independent service provider will forward all communications to the Lead Director who will take such action as he deems appropriate. A summary report of all communications received and actions taken by the Lead Director will be presented during the next executive session of the non-management Directors and, if the non-management Directors deem appropriate, to the full Board.

Important Notice Regarding Internet Availability of Proxy Materials for the 2010 Annual Meeting of Shareholders

Shareholders may view this Proxy Statement and our 2009 Annual Report on Form 10-K over the Internet by accessing our website at www.fcbanking.com and following the links to Investor Relations and Proxy Materials.

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YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

We encourage you to take advantage of Internet or telephone voting.

Both are available 24 hours a day, 7 days a week.

Internet and telephone voting is available through 11:59 PM Eastern Time

the day prior to the shareholder meeting date.

First Commonwealth Financial Corporation

INTERNET

http://www.proxyvoting.com/fcf

Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

OR

TELEPHONE

1-866-540-5760

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

WO#

68124

q FOLD AND DETACH HERE q

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED HEREBY BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES FOR DIRECTOR AND FOR APPROVAL OF THE FIRST COMMONWEALTH FINANCIAL CORPORATION INCENTIVE COMPENSATION PLAN.

Please mark your votes as indicated in this example X

	FOR ALL	WITHHOLD FOR ALL	*EXCEPTIONS		FOR	AGAINST	ABSTAIN
1. ELECTION OF DIRECTORS 01 Julie A. Caponi 02 Julia E. Trimarchi Cuccaro 03 David S. Dahlmann 04 John J. Dolan 05 David W. Greenfield	..	..	..	2. Ratification of the selection of KPMG LLP as the company s independent registered public accounting firm for 2010	..	..	..

(INSTRUCTIONS: To withhold authority to vote for any individual nominees, mark the Exceptions box above and write that nominee s name in the space provided below.)

*Exceptions

The Proxies are authorized to vote in their discretion upon any other matters brought before the meeting.

Mark Here for Address ..

Change or Comments

SEE REVERSE

Signature **Signature** **Date**

NOTE: Please sign as name appears hereon. Joint owners should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation or other legal entity, please sign in full corporate or entity name by President or other authorized capacity.

Table of Contents

***You can now access your* First Commonwealth Financial Corporation *account online*.**

Access your First Commonwealth Financial Corporation account online via Investor ServiceDirect® (ISD).

BNY Mellon Shareowner Services, the transfer agent for First Commonwealth Financial Corporation, now makes it easy and convenient to get current information on your shareholder account.

View account status	View payment history for dividends
View certificate history	Make address changes
View book-entry information	Obtain a duplicate 1099 tax form

Visit us on the web at http://www.bnymellon.com/shareowner/isd

For Technical Assistance Call 1-877-978-7778 between 9am-7pm

Monday-Friday Eastern Time

Investor ServiceDirect®

Available 24 hours per day, 7 days per week

TOLL FREE NUMBER: 1-800-370-1163

Whether or not you plan to attend the meeting in person, we urge you to sign, date and return this proxy card as promptly as possible so that your shares will be represented.

Choose **MLink**SM for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect®** at www.bnymellon.com/shareowner/isd where step-by-step instructions will prompt you through enrollment.

You can view the Annual Report and Proxy Statement on the Internet by accessing our website at www.fcbanking.com and following the links to Investor Relations and Proxy Materials.

q FOLD AND DETACH HERE q

PROXY

FIRST COMMONWEALTH FINANCIAL CORPORATION

ANNUAL MEETING OF STOCKHOLDERS APRIL 21, 2010

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY

The undersigned hereby appoints Douglas Brown, Natalie M. Felix and Robin L. Shaw, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of First Commonwealth Financial Corporation Common Stock which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Shareholders of the company to be held April 21, 2010 or at any adjournment or postponement thereof, with all powers which the undersigned would possess if present at the Meeting.

(Continued, and to be marked, dated and signed, on the other side)

Address Change/Comments

(Mark the corresponding box on the reverse side)

BNY MELLON SHAREOWNER SERVICES

P.O. BOX 3550

SOUTH HACKENSACK, NJ 07606-9250

WO#

68124