

TRI COUNTY FINANCIAL CORP /MD/  
Form 8-K  
April 28, 2010

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 26, 2010

TRI-COUNTY FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other Jurisdiction of  
incorporation or organization)

0-18279  
(Commission File Number)

52-1652138  
(IRS Employer Identification No.)

3035 Leonardtown Road, Waldorf, Maryland 20601  
(Address of principal executive offices)

(301) 645-5601  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 26, 2010, the Board of Directors of Tri-County Financial Corporation (the “Company”), the holding company for Community Bank of Tri-County, amended Article VII of the Company’s Bylaws to authorize the Company’s Board of Directors to provide that some or all of any or all classes or series of the Company’s capital stock may be uncertificated shares. A copy of the Company’s Amended and Restated Bylaws is attached to this Report as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired: Not applicable

(b) Pro Forma Financial Information: Not applicable

(c) Shell Company Transactions: Not applicable

(d) Exhibits

Number Description

3.2 Amended and Restated Bylaws of Tri-County Financial Corporation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 27, 2010

By:

/s/ William J. Pasenelli  
William J. Pasenelli  
Executive Vice President and Chief  
Financial Officer