

PACIFIC FINANCIAL CORP  
Form 15-12G  
April 28, 2015

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

**FORM 15**

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER  
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF  
DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 000-29829

**PACIFIC FINANCIAL CORPORATION**  
(Exact name of registrant as specified in its charter)

**1101 S. Boone Street**

**Aberdeen, Washington 98520-5244**

**(360) 533-8870**

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

**Common Stock, \$1.00 par value per share**  
(Title of each class of securities covered by this Form)

**None**

(Title of all other classes of securities for which a duty to file reports

under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x*
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	..
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: 993

\*The registrant is relying on Section 12(g)(4) of the Securities Exchange Act of 1934, as amended by the Jumpstart Our Business Startups Act (the "Exchange Act"), to terminate the registration of its common stock, \$1.00 par value per share, under Section 12(g) of the Exchange Act.

Pursuant to the requirements of the Securities Exchange Act of 1934, Pacific Financial Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: April 28, 2015 By: /s/ Douglas N. Biddle  
Douglas N. Biddle  
Executive Vice President and  
Chief Financial Officer

-2-