

DOWNEY FINANCIAL CORP  
Form 8-K  
February 18, 2005  
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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **December 15, 2004**

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**DOWNEY FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-13578**  
(Commission File Number)

**33-0633413**  
(IRS Employer Identification  
Number)

**3501 Jamboree Road**  
**Newport Beach, California**  
(Address of principal executive  
offices)

**92660**  
(Zip Code)

Registrant's telephone number, including area code: **(949) 854-0300**

**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))
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**Item 1.01 Entry Into a Material Definitive Agreement**

On December 15, 2004, the Board of Directors of Downey Financial Corp. (the Company ) approved indemnification agreements for the directors of the Company and its wholly-owned subsidiary, Downey Savings and Loan Association, F.A. Copies of the form indemnification agreements are filed as Exhibits 10.1 and 10.2 to this report.

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

On December 15, 2004, the Board of Directors of the Company amended Article VI of the Company s bylaws to clarify when officers or directors of the Company or any of its subsidiaries are entitled to indemnification. The amendment was effective December 15, 2004.

A copy of the Company s bylaws, as amended (including the amendments to Article VI), is filed as Exhibit 3.1 to this report.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

**3.1** Bylaws of Downey Financial Corp., as amended through December 15, 2004.

**10.1** Form of Director Indemnification Agreement Downey Financial Corp.

**10.2** Form of Director Indemnification Agreement Downey Savings and Loan Association, F.A.

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**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.

**DOWNEY FINANCIAL CORP.**  
(Registrant)

Date: December 15, 2004

By           /s/ Gary F. Torrell            
Gary F. Torrell  
General Counsel

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**EXHIBIT  
NUMBER**

**DESCRIPTION**

**3.1**

Bylaws of Downey Financial Corp., as amended through December 15, 2004.

**10.1**

Form of Director Indemnification Agreement Downey Financial Corp.

**10.2**

Form of Director Indemnification Agreement Downey Savings and Loan  
Association, F.A.

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