



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

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Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier bank holding company's fiscal year-end):

December 31, 2011
Month / Day / Year

1. B.K. Goodwin, III
Name of the Bank Holding Company Director and Official
Chairman, C.E.O. and President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Fed Bancorp, Inc. Employee Stock Ownership Plan
Legal Title of Bank Holding Company
1630 4th Avenue North
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Bessemer AL 35020
City State Zip Code

I attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Graham Clifton Controller
Name Title
(205) 428-8472
Area Code / Phone Number / Extension
(205) 428-8652
Area Code / FAX Number
gclifton@ffbalabama.com
E-mail Address
www.ffbalabama.com
Address (URL) for the Bank Holding Company's web page

B.K. Goodwin III
Signature of Bank Holding Company Director and Official
3/29/2012
Date of Signature

For bank holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID _____
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
Item 4 (Exhibit G)
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

First Fed Bancorp, Inc.
Legal Title of Subsidiary Bank Holding Company

1630 4th Avenue North
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

Bessemer AL 35020
City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

**FIRSTFED BANCORP, INC. EMPLOYEE
STOCK OWNERSHIP PLAN**

**FORM FR Y-6
FOR YEAR ENDED DECEMBER 31, 2011**

EXHIBITS

- | | |
|-----------|---|
| Exhibit A | FirstFed Bancorp, Inc. Annual Report to Shareholders for the Year Ended December 31, 2011. |
| Exhibit B | Organization Chart of FirstFed Bancorp, Inc. Employee Stock Ownership Plan |
| Exhibit C | Domestic Branch Listing of First Financial Bank |
| Exhibit D | Trustee of FirstFed Bancorp, Inc. Employee Stock Ownership Plan |
| Exhibit E | 5 Percent or Greater Shareholders of FirstFed Bancorp, Inc. |
| Exhibit F | Directors and Executive Officers of FirstFed Bancorp, Inc. |
| Exhibit G | (CONFIDENTIAL)
Ownership by Directors and Executive Officers of 25 Percent or Greater Voting Interests in Other Business Companies |

EXHIBIT B
ORGANIZATION CHART

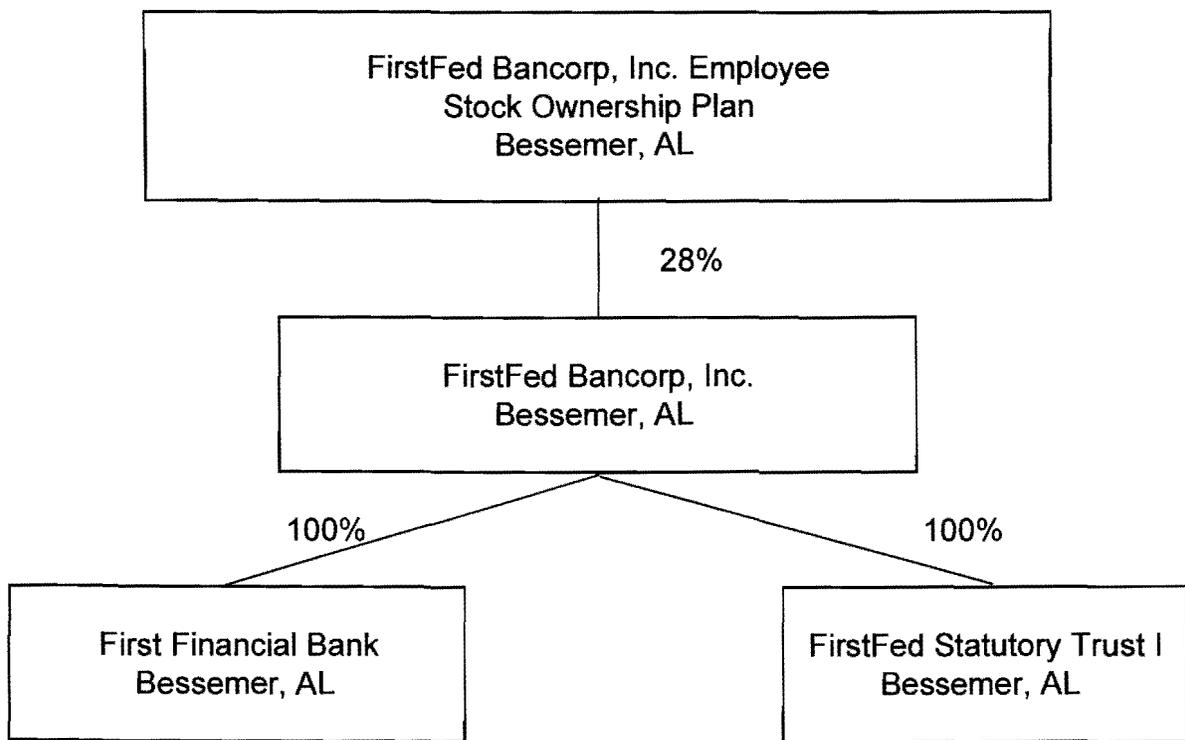


EXHIBIT C

DOMESTIC BRANCH LISTING OF FIRST FINANCIAL BANK, RSSD: 292234
AS OF DECEMBER 31, 2011

Data Action	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
OK	Full Service (Head Office)	292234	FIRST FINANCIAL BANK	1630 4TH STREET NORTH	BESSEMER	AL	35020	JEFFERSON	UNITED STATES	13241		0 FIRST FINANCIAL BANK	292234
OK	Full Service	266534	CENTREVILLE BRANCH	119 BIRMINGHAM ROAD	CENTREVILLE	AL	35042	BIBB	UNITED STATES	248333		1 FIRST FINANCIAL BANK	292234
OK	Full Service	3100378	HOOVER BRANCH	1604 MONTGOMERY HIGHWAY	HOOVER	AL	35216	JEFFERSON	UNITED STATES	277215		6 FIRST FINANCIAL BANK	292234
OK	Full Service	3100385	HUEYTOWN BRANCH	1243 HUEYTOWN ROAD	HUEYTOWN	AL	35023	JEFFERSON	UNITED STATES	277213		4 FIRST FINANCIAL BANK	292234
OK	Full Service	3448957	MCCALLA BRANCH	4790 EASTERN VALLEY ROAD	MCCALLA	AL	35111	JEFFERSON	UNITED STATES	451774		9 FIRST FINANCIAL BANK	292234
OK	Full Service	3100394	PELHAM BRANCH	3304 PELHAM PARKWAY	PELHAM	AL	35124	SHELBY	UNITED STATES	277214		5 FIRST FINANCIAL BANK	292234
OK	Full Service	3100406	VANCE BRANCH	18704 HIGHWAY 11 NORTH	VANCE	AL	35490	TUSCALOOSA	UNITED STATES	277216		7 FIRST FINANCIAL BANK	292234
OK	Full Service	134473	WEST BLOCTON BRANCH	1212 MAIN STREET	WEST BLOCTON	AL	35184	BIBB	UNITED STATES	42632		3 FIRST FINANCIAL BANK	292234
OK	Full Service	328030	WOODSTOCK BRANCH	28802 HWY 5	WOODSTOCK	AL	35188	BIBB	UNITED STATES	248334		2 FIRST FINANCIAL BANK	292234

EXHIBIT D

BENEFICIAL OWNERSHIP OF FIRSTFED BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

**Name and Address
of Beneficial Owner**

Provision for Voting

The Trust Company of Sterne,
Agee & Leach, Trustee for
FirstFed Bancorp, Inc.
Employee Stock Ownership
Plan
Birmingham, AL
USA

Trustee votes based on participants' direction.

EXHIBIT E

BENEFICIAL OWNERS OF 5 PERCENT OR MORE OF
FIRSTFED BANCORP, INC. COMMON STOCK

As of 12/31/2011:

<u>Name and Address of Beneficial Owner</u>	<u>Country of Citizenship</u>	<u>Number of Shares*</u>	<u>Percent of Common Stock*</u>
James E. Mulkin Bessemer, AL	USA	298,156	10.76%
Henry A. Parker Morris, AL	USA	233,089	8.41%
FirstFed Bancorp, Inc. Employee Stock Ownership Plan Birmingham, AL	USA	783,457	28.28%

*Includes 24,453 and 13,087 shares of common stock as to which Mr. Mulkin and Mr. Parker, respectively, have the right to purchase pursuant to stock options.

There were no 5% or more owners during the year that did not own 5% as of the end of the year.

EXHIBIT F

DIRECTORS AND EXECUTIVE OFFICERS OF FIRSTFED BANCORP, INC. ("BANCORP")

Name & Address	Principal Occupation (other than with Bancorp)	Title & Position with Bancorp	Title & Position with Other Businesses	# of Shares of Bancorp Common Stock Owned or Controlled**	% of Shares of Bancorp Common Stock Owned or Controlled**
B. K. Goodwin, III Birmingham, AL	N/A	Chairman of the Board, C.E.O. and President of FirstFed Bancorp, Inc. and First Financial Bank.	Exhibit G	132,202	4.77%
James B. Koikos Bessemer, AL	Restaurant Owner	Director*	Exhibit G	103,475	3.73%
E. H. Moore, Jr. McCalla, AL	Trucking Company Owner	Director*	Exhibit G	100,888	3.64%
James E. Mulkin Bessemer, AL	Investments	Director*	Exhibit G	298,156	10.76%
G. Larry Russell McCalla, AL	Certified Public Accountant	Director*	Exhibit G	92,618	3.34%
Henry Parker Morris, AL	Manufacturing Company Owner	Director*	Exhibit G	233,089	8.41%
Lynn J. Joyce Birmingham, AL	N/A	Chief Financial Officer, Executive Vice President, Secretary and Treasurer of FirstFed Bancorp, Inc. and First Financial Bank.	Exhibit G	61,376	2.22%
Paul Province West Blocton, AL	N/A	Senior Vice President of FirstFed Bancorp, Inc. and First Financial Bank	Exhibit G	0	0.00%

*Directors of FirstFed Bancorp, Inc. and First Financial Bank.

**Includes 52,703, 27,361, 27,361, 24,453, 27,361, 13,087 and 33,070 shares of common stock, as to which Directors Goodwin, Koikos, Moore, Mulkin, Russell, Parker and Ms. Joyce, respectively, have the right to purchase pursuant to stock options.

ESOP - no insiders