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

FORM 10-Q

[X] Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2002

[ ] Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _______________ to _________________

COMMISSION FILE 0-18911

GLACIER BANCORP, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	81-0519541
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
49 Commons Loop, Kalispell, Montana	59901
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (406) 756-4200

N/A

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

The number of shares of Registrant's common stock outstanding on May 13, 2002 was 17,134,632. No preferred shares are issued or outstanding.

GLACIER BANCORP, INC.
QUARTERLY REPORT ON FORM 10-Q

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GLACIER BANCORP, INC.
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Unaudited - dollars in thousands except per share data)	MARCH 31, 2002	December 31, 2001	March 31, 2001
ASSETS:			
Cash on hand and in banks	$ 62,677	73,456	59,715
Interest bearing cash deposits	14,565	23,970	3,455
Cash and cash equivalents	77,242	97,426	63,170
Investments:			
Investment securities, available-for-sale	187,031	158,036	164,135
Mortgage backed securities, available-for-sale	378,841	350,542	354,168
Total investments	565,872	508,578	518,303
Net loans receivable:			
Real estate loans	387,659	421,996	505,840
Commercial Loans	625,287	620,134	563,269
Consumer and other loans	290,317	298,851	339,570
Allowance for loan losses	(19,498)	(18,654)	(17,047)
Total loans, net	1,283,765	1,322,327	1,391,632
Premises and equipment, net	48,898	50,566	58,286
Real estate and other assets owned, net	921	593	451
Federal Home Loan Bank of Seattle stock, at cost	33,836	32,822	30,625
Federal Reserve stock, at cost	4,202	4,185	1,722
Accrued interest receivable	12,489	12,409	12,973
Core deposit intangible, net	7,900	8,261	10,343
Goodwill, net	33,487	33,510	37,647
Other assets	14,943	15,070	7,627
	$ 2,083,555	2,085,747	2,132,779
LIABILITIES AND STOCKHOLDERS' EQUITY:			
Deposits - non-interest bearing	$ 238,243	234,318	227,362
Deposits - interest bearing	1,188,634	1,211,746	1,278,419
Advances from Federal Home Loan Bank of Seattle	373,985	367,295	355,457
Securities sold under agreements to repurchase	31,823	32,585	28,270
Other borrowed funds	8,146	1,060	12,304
Accrued interest payable	7,313	9,179	12,121
Current income taxes	3,652	95	887
Deferred tax liability	1,449	1,780	3,327
Trust preferred securities	35,000	35,000	35,000
Minority interest	--	--	351
Other liabilities	12,804	15,706	20,568
Total liabilities	1,901,049	1,908,764	1,974,066
Preferred shares, 1,000,000 shares authorized. None outstanding	--	--	--
Common stock, $.01 par value per share 50,000,000 shares authorized	171	169	161
Paid-in capital	169,386	167,371	158,294
Retained earnings (deficit) - substantially restricted	11,699	7,687	(2,586)
Accumulated other comprehensive income	1,250	1,756	2,844
Total stockholders' equity	182,506	176,983	158,713
	$ 2,083,555	2,085,747	2,132,779
Number of shares outstanding	17,074,413	16,874,422	16,061,254
Book value of equity per share	$ 10.69	10.49	9.88
Tangible book value per share	$ 8.26	8.01	6.89

See accompanying notes to consolidated financial statements

GLACIER BANCORP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited - dollars in thousands except per share data)	THREE MONTHS ENDED MARCH 31, 2002	2001
INTEREST INCOME:		
Real estate loans	$ 7,838	6,689
Commercial loans	11,432	9,377
Consumer and other loans	5,813	5,052
Investments	7,995	5,257
Total interest income	33,078	26,375
INTEREST EXPENSE:		
Deposits	7,442	8,734
FHLB Advances	4,185	3,611
Securities sold under agreements to repurchase	156	263
Trust preferred securities	904	601
Other borrowed funds	24	64
Total interest expense	12,711	13,273
NET INTEREST INCOME	20,367	13,102
Provision for loan losses	1,300	585
Net interest income after provision for loan losses	19,067	12,517
NON-INTEREST INCOME:		
Service charges and other fees	3,163	2,443
Miscellaneous loan fees and charges	843	693
Gains on sale of loans	1,097	467
Gains on sale of investments, net	--	64
Other income	746	460
Total non-interest income	5,849	4,127
NON-INTEREST EXPENSE:		
Compensation, employee benefits and related expenses	7,782	5,257
Occupancy and equipment expense	2,301	1,459
Data processing expense	446	261
Core deposit intangibles amortization	361	168
Goodwill amortization	249	224
Other expenses	3,475	3,131
Minority interest	--	15
Total non-interest expense	14,614	10,515
EARNINGS BEFORE INCOME TAXES	10,302	6,129
Federal and state income tax expense	3,554	2,215
NET EARNINGS	$ 6,748	3,914
Basic earnings per share	$ 0.40	0.30
Diluted earnings per share	$ 0.39	0.29
Dividends declared per share	$ 0.16	0.15
Return on average assets (annualized)	1.30%	1.14%
Return on average equity (annualized)	14.76%	13.14%
Return on tangible average equity (annualized)	19.17%	14.64%
Average outstanding shares - basic	17,014,148	13,020,217
Average outstanding shares - diluted	17,298,634	13,569,827

See accompanying notes to consolidated financial statements.

GLACIER BANCORP, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
AND COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2001, 2000, AND THREE MONTHS ENDED MARCH 31, 2002

(Unaudited - dollars in thousands except per share data)	Common Stock Shares	Common Stock Amount	Paid-in capital	Retained earnings (accumulated deficit) substantially restricted	Accumulated other comprehensive income (loss)	Total stockholders' equity
Balance at December 31, 2000	11,447,150	114	101,828	(4,087)	258	98,113
Comprehensive income:						
Net earnings	--	--	--	21,689	--	21,689
Unrealized gain on securities, net of reclassification adjustment	--	--	--	--	1,498	1,498
Total comprehensive income						23,187
Cash dividends declared ($.60 per share)	--	--	--	(9,915)	--	(9,915)
Stock options exercised	864,571	9	6,755	--	--	6,764
Tax benefit from stock related compensation	--	--	2,778	--	--	2,778
Conversion of debentures	32,239	1	341	--	--	342
Stock issued in connection with merger of WesterFed Financial Corporation	4,530,462	45	55,669	--	--	55,714
Balance at December 31, 2001	16,874,422	169	167,371	7,687	1,756	176,983
Comprehensive income:						
Net earnings	--	--	--	6,748	--	6,748
Unrealized loss on securities, net of reclassification adjustment	--	--	--	--	(506)	(506)
Total comprehensive income						6,242
Cash dividends declared ($.16 per share)	--	--	--	(2,736)	--	(2,736)
Stock options exercised	199,991	2	2,100	--	--	2,102
Balance at March 31, 2002	17,074,413	$171	169,471	11,699	1,250	182,591

See accompanying notes to consolidated financial statements

GLACIER BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited - dollars in thousands except per share data)	THREE MONTHS ENDED MARCH 31, 2002	2001
OPERATING ACTIVITIES :		
Net cash provided by (used in) operating activities	$ 35,128	(8,249)
INVESTING ACTIVITIES:		
Proceeds from sales, maturities and prepayments of investments available-for-sale	48,112	81,243
Purchases of investments available-for-sale	(107,544)	(197,529)
Principal collected on installment and commercial loans	139,176	74,874
Installment and commercial loans originated or acquired	(150,780)	(83,012)
Principal collections on mortgage loans	62,097	44,102
Mortgage loans originated or acquired	(39,642)	(35,702)
Net purchase of FHLB and FRB stock	(541)	(845)
Acquisition of WesterFed Financial Corporation and several branches	--	109,905
Net decrease (increase) in premises and equipment	704	(1,990)
NET CASH USED IN INVESTING ACTIVITIES	(48,418)	(8,954)
FINANCING ACTIVITIES:		
Net decrease in deposits	(19,188)	(2,312)
Net increase in FHLB advances and other borrowed funds	13,775	1,282
Net decrease in securities sold under repurchase agreements	(762)	(4,459)
Proceeds from issuance of trust preferred securities	--	35,000
Cash dividends paid to stockholders	(2,736)	(1,723)
Proceeds from exercise of stock options and other stock issued	2,017	799
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(6,894)	28,587
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(20,184)	11,384
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	97,426	51,786
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 77,242	63,170
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for: Interest	$ 14,577	5,743
Income taxes	$ --	85

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1) Basis of Presentation:

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of Glacier Bancorp Inc.'s (the "Company") financial condition and stockholders' equity as of March 31, 2002, December 31, 2001, and March 31, 2001 and the results of operations and cash flows for the three months ended March 31, 2002 and 2001.

The accompanying consolidated financial statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2001. Operating results for the three months ended March 31, 2002 are not necessarily indicative of the results anticipated for the year ending December 31, 2002. Certain reclassifications have been made to the 2001 financial statements to conform to the 2002 presentation.

2) Organizational Structure:

The Company, headquartered in Kalispell, Montana, is a Delaware corporation incorporated in 1990, pursuant to the reorganization of Glacier Bank, FSB into a bank holding company. The Company is the parent company for nine wholly owned operating subsidiaries: Glacier Bank ("Glacier"), First Security Bank of Missoula ("First Security"), Western Security Bank ("Western"), Big Sky Western Bank ("Big Sky"), Valley Bank of Helena ("Valley"), Glacier Bank of Whitefish ("Whitefish"), Community First, Inc. ("CFI"), and Glacier Capital Trust I ("Glacier Trust"), all located in Montana, and Mountain West Bank ("Mountain West") which is located in Idaho and Utah.

CFI provides full service brokerage services through Raymond James Financial Services, Inc.

The following abbreviated organizational chart illustrates the various relationships:

Glacier Bancorp, Inc.
(Parent Holding Company)

Glacier Bank (Commercial bank)	First Security Bank of Missoula (Commercial bank)	Western Security Bank (Commercial bank)	Mountain West Bank of Coeur d'Alene (Commercial bank)
Big Sky Western Bank (Commercial Bank)	Valley Bank of Helena (Commercial bank)	Glacier Bank of Whitefish (Commercial bank)	Community First, Inc. (Brokerage services)

Glacier Capital
Trust 1

3) Ratios:

Returns on average assets and average equity were calculated based on daily averages.

4) Cash Dividend Declared:

On March 27, 2002, the Board of Directors declared a $.16 per share quarterly cash dividend to stockholders of record on April 9, 2002, payable on April 18, 2002.

5) Computation of Earnings Per Share:

Basic earnings per common share is computed by dividing net earnings by the weighted average number of shares of common stock outstanding during the period presented. Diluted earnings per share is computed by including the net increase in shares if dilutive outstanding stock options were exercised, using the treasury stock method.

The following schedule contains the data used in the calculation of basic and diluted earnings per share.

	Three months ended March 31, 2002	Three months ended March 31, 2001
Net earnings available to common stockholders, basic	$ 6,747,830	3,914,266
After tax effect of interest on convertible subordinated debentures	--	4,000
Net earnings available to common stockholders, diluted	$ 6,747,830	3,918,266
Average outstanding shares - basic	$17,014,148	13,020,217
Add: Dilutive stock options	284,486	516,585
Convertible subordinated debentures	--	33,025
Average outstanding shares - diluted	$17,298,634	13,569,827
Basic earnings per share	$ 0.40	0.30
Diluted earnings per share	$ 0.39	0.29

6) Investments:

A comparison of the amortized cost and estimated fair value of the Company's investments is as follows:

INVESTMENTS AS OF MARCH 31, 2002

(Dollars in thousands)	Weighted Yield	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. GOVERNMENT AND FEDERAL AGENCIES					
maturing after ten years	3.59%	$ 1,313	14	(2)	1,325
	3.59%	1,313	14	(2)	1,325
STATE AND LOCAL GOVERNMENTS AND OTHER ISSUES:					
maturing within one year	5.71%	1,633	19	--	1,652
maturing one year through five years	5.45%	14,016	232	(102)	14,146
maturing five years through ten years	5.66%	1,799	44	(3)	1,840
maturing after ten years	5.64%	168,259	1,758	(2,108)	167,909
	5.63%	185,707	2,053	(2,213)	185,547
MORTGAGE-BACKED SECURITIES	5.64%	111,696	1,639	(116)	113,219
REAL ESTATE MORTGAGE INVESTMENT CONDUITS	6.04%	265,093	2,717	(2,029)	265,781
TOTAL AVAILABLE-FOR-SALE INVESTMENTS	5.82%	$563,809	6,423	(4,360)	565,872

INVESTMENTS AS OF DECEMBER 31, 2001

(Dollars in thousands)	Weighted Yield	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. GOVERNMENT AND FEDERAL AGENCIES					
maturing after ten years	2.77%	$ 1,330	12	(3)	1,339
	2.77%	1,330	12	(3)	1,339
STATE AND LOCAL GOVERNMENTS AND OTHER ISSUES:					
maturing within one year	3.25%	4,639	28	--	4,667
maturing one year through five years	5.36%	13,774	291	(65)	14,000
maturing five years through ten years	5.50%	2,349	57	(6)	2,400
maturing after ten years	5.81%	135,789	1,563	(1,722)	135,630
	5.67%	156,551	1,939	(1,793)	156,697
MORTGAGE-BACKED SECURITIES	6.08%	129,322	1,868	(126)	131,064
REAL ESTATE MORTGAGE INVESTMENT CONDUITS	6.11%	218,470	2,941	(1,933)	219,478
TOTAL AVAILABLE FOR SALE INVESTMENTS	5.96%	$505,673	6,760	(3,855)	508,578

7) Loans

The following table summarizes the Company's loan portfolio. The loans mature or are repriced at various times.

	At 3/31/02		At 12/31/01	
TYPE OF LOAN	Amount	Percent	Amount	Percent
REAL ESTATE LOANS:				
Residential first mortgage loans	$ 367,520	28.63%	$ 395,417	29.90%
Loans held for sale	20,888	1.63%	27,403	2.07%
Total	388,408	30.26%	422,820	31.97%
COMMERCIAL LOANS:				
Real estate	383,550	29.88%	379,346	28.69%
Other commercial loans	242,851	18.92%	241,811	18.29%
Total	626,401	48.80%	621,157	46.98%
INSTALLMENT AND OTHER LOANS:				
Consumer loans	135,053	10.52%	142,875	10.80%
Home equity loans	155,438	12.11%	156,140	11.81%
Total	290,491	22.63%	299,015	22.61%
Net deferred loan fees, premiums and discounts	(2,037)	-0.17%	(2,011)	-0.15%
Allowance for Losses	(19,498)	-1.52%	(18,654)	-1.41%
NET LOANS	$ 1,283,765	100.00%	1,322,327	100.00%

The following table sets forth information regarding the Company's non-performing assets at the dates indicated:

NONPERFORMING ASSETS (Dollars in Thousands)	At 3/31/2002	At 12/31/2001
NON-ACCRUAL LOANS:		
Mortgage loans	$ 3,297	$ 4,044
Commercial loans	5,245	4,568
Consumer loans	665	620
TOTAL	9,207	9,232
ACCRUING LOANS 90 DAYS OR MORE OVERDUE:		
Mortgage loans	1,516	818
Commercial loans	1,061	376
Consumer loans	131	243
TOTAL	2,708	1,437
Troubled debt restructuring:	--	--
Real estate and other assets owned, net	921	593
TOTAL NON-PERFORMING LOANS, TROUBLED DEBT RESTRUCTURINGS, AND REAL ESTATE AND OTHER ASSETS OWNED, NET	$12,836	$11,262
AS A PERCENTAGE OF TOTAL ASSETS	0.61%	0.53%
Interest Income(1)	$ 175	$ 658

(1) This is the amount of interest that would have been recorded on loans accounted for on a non-performing basis as of the end of each period if such loans had been current for the entire period.

The following table illustrates the loan loss experience:

(Dollars in Thousands)	Three months ended March 31, 2002	Year ended December 31, 2001
BALANCE AT BEGINNING OF PERIOD	$ 18,654	7,799
CHARGE OFFS:		
Residential real estate	(63)	(677)
Commercial loans	(312)	(723)
Consumer loans	(447)	(2,029)
Total charge offs	$ (822)	(3,429)
RECOVERIES:		
Residential real estate	5	33
Commercial loans	61	266
Consumer loans	300	567
Total recoveries	$ 366	866
CHARGEOFFS, NET OF RECOVERIES	(456)	(2,563)
PURCHASED RESERVE	--	8,893
PROVISION	1,300	4,525
BALANCE AT END OF PERIOD	$ 19,498	18,654
RATIO OF NET CHARGE OFFS TO AVERAGE LOANS OUTSTANDING DURING THE PERIOD	0.03%	0.20%

ALLOCATION OF THE ALLOWANCE FOR LOAN LOSSES

	March 31, 2002		December 31, 2001	
(Dollars in thousands)	Allowance	Percent of loans in category	Allowance	Percent of loans in category
Residential first mortgage and loans held for sale	$ 2,611	29.8%	2,722	31.5%
Commercial real estate	6,163	29.4%	5,906	28.3%
Other commercial	6,922	18.6%	6,225	18.0%
Consumer	3,802	22.2%	3,801	22.2%
Totals	$19,498	100.0%	18,654	100.0%

8) Deposits

The following table illustrates the amounts outstanding for deposits greater than $100,000 at March 31, 2002, according to the time remaining to maturity:

(Dollars in thousands)	Certificates of Deposit	Demand Deposits	Totals
Within three months	$33,280	311,467	344,747
Three to six months	20,795	--	20,795
Seven to twelve months	22,872	--	22,872
Over twelve months	10,767	--	10,767
Totals	$87,714	311,467	399,181

9) Advances and Other Borrowings

The following chart illustrates the average balances and the maximum outstanding month-end balances for FHLB advances and repurchase agreements:

(Dollars in thousands)	March 31, 2002	December 31, 2001
FHLB Advances		
Amount outstanding at end of period	$373,985	367,295
Average balance	$368,352	349,023
Maximum outstanding at any month-end	$373,985	416,222
Weighted average interest rate	4.61%	5.24%
Repurchase Agreements:		
Amount outstanding at end of period	$ 31,823	32,585
Average balance	$ 35,124	27,375
Maximum outstanding at any month-end	$ 41,113	37,814
Weighted average interest rate	1.80%	2.11%

10) Stockholders' Equity:

The Federal Reserve Board has adopted capital adequacy guidelines that are used to assess the adequacy of capital in supervising a bank holding company. The following table illustrates the Federal Reserve Board's capital adequacy guidelines and the Company's compliance with those guidelines as of March 31, 2002:

CONSOLIDATED (Dollars in thousands)	Tier 1 (Core) Capital	Tier 2 (Total) Capital	Leverage Capital
GAAP Capital	$ 182,506	182,506	182,506
Less: Goodwill and intangibles	(41,387)	(41,387)	(41,387)
Accumulated other comprehensive gain on AFS securities	(1,250)	(1,250)	(1,250)
Plus: Allowance for loan losses	--	16,600	--
Trust preferred securities	35,000	35,000	35,000
Regulatory capital computed	$ 174,869	191,469	174,869
Risk weighted assets	$ 1,394,020	1,394,020	
Total average assets			2,036,631
Capital as % of defined assets	12.54%	13.74%	8.59%
Regulatory "well capitalized" requirement	6.00%	10.00%	5.00%
Excess over "well capitalized" requirement	6.54%	3.74%	3.59%

11) Comprehensive Earnings:

The Company's only component of other comprehensive earnings is the unrealized gains and losses on available-for-sale securities.

Dollars in thousands	For the three months ended March 31, 2002	2001
Net earnings	$ 6,748	3,914
Unrealized holding (loss) gain arising during the period	(834)	4,212
Transfer from held-to-maturity	--	--
Tax expense	328	(1,665)
Net after tax	(506)	2,547
Reclassification adjustment for gains included in net income	--	64
Tax expense	--	(25)
Net after tax	--	39
Net unrealized (loss) gain on securities	(506)	2,586
Total comprehensive earnings	$ 6,242	6,500

12) Segment Information

The Company evaluates segment performance internally based on individual bank charter, and thus the operating segments are so defined. The following schedule provides selected financial data for the Company's operating segments. Centrally provided services to the Banks are allocated based on estimated usage of those services. The operating segment identified as "Other" includes the Parent, nonbank units, and eliminations of transactions between segments. During the third quarter of 2001, certain branches of Western were transferred to other Company owned banks located in the same geographic area which accounted for the change in activity for certain segments.

Three months ended and as of March 31, 2002

(Dollars in thousands)	Glacier	First Security	Western	Mountain West	Big Sky
Revenues from external customers	$ 9,157	8,482	6,852	5,950	3,219
Intersegment revenues	101	7	6	--	--
Expenses	6,988	6,620	5,662	5,331	2,608
Intercompany eliminations	--	--	--	--	--
Net income	$ 2,270	1,869	1,196	619	611
Total Assets	$476,815	434,346	392,493	345,861	166,766

	Valley	Whitefish	Other	Total Consolidated
Revenues from external customers	3,147	2,055	65	38,927
Intersegment revenues	19	--	8,873	9,006
Expenses	2,616	1,594	760	32,179
Intercompany eliminations	--	--	(9,006)	(9,006)
Net income	550	461	(828)	6,748
Total Assets	165,601	117,891	(16,218)	2,083,555

(Dollars in thousands)	Glacier	First Security	Western	Mountain West	Big Sky
	Three months ended and as of March 31, 2001				
Revenues from external customers	$ 9,487	5,068	6,280	3,716	1,714
Intersegment revenues	311	10	--	143	--
Expenses	8,173	4,098	5,480	3,694	1,548
Intercompany eliminations	--	--	--	--	--
Net income	$ 1,625	980	800	165	166
Total Assets	$462,992	212,027	916,113	308,467	77,955

	Valley	Whitefish	Other	Total Consolidated
Revenues from external customers	2,037	1,974	226	30,502
Intersegment revenues	31	3	5,244	5,742
Expenses	1,741	1,616	238	26,588
Intercompany eliminations	--	--	(5,742)	(5,742)
Net income	327	361	(510)	3,914
Total Assets	86,992	91,224	(22,991)	2,132,779

13) Rate/Volume Analysis

Net interest income can be evaluated from the perspective of relative dollars of change in each period. Interest income and interest expense, which are the components of net interest income, are shown in the following table on the basis of the amount of any increases (or decreases) attributable to changes in the dollar levels of the Company's interest-earning assets and interest-bearing liabilities ("Volume") and the yields earned and rates paid on such assets and liabilities ("Rate"). The change in interest income and interest expense attributable to changes in both volume and rates has been allocated proportionately to the change due to volume and the change due to rate.

(Dollars in Thousands)	Three Months Ended March 31, 2002 vs. 2001 Increase (Decrease) due to:		
INTEREST INCOME	Volume	Rate	Net
Real Estate Loans	$ 1,676	(527)	1,149
Commercial Loans	4,594	(2,539)	2,055
Consumer and Other Loans	1,711	(950)	761
Investment Securities	4,193	(1,455)	2,738
Total Interest Income	12,174	(5,471)	6,703
NOW Accounts	192	(299)	(107)
Savings Accounts	258	(351)	(93)
Money Market Accounts	1,165	(1,823)	(658)
Certificates of Deposit	2,350	(2,784)	(434)
FHLB Advances	1,867	(1,293)	574
Other Borrowings and Repurchase Agreements	402	(246)	156
Total Interest Expense	6,234	(6,796)	(562)
NET INTEREST INCOME	$ 5,940	1,325	7,265

14) Average Balance Sheet

The following schedule provides (i) the total dollar amount of interest and dividend income of the Company for earning assets and the resultant average yield; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average rate; (iii) net interest and dividend income; (iv) interest rate spread; and (v) net interest margin. Non-accrual loans are included in the average balance of the loans.

AVERAGE BALANCE SHEET (Dollars in Thousands)	For the Three months ended 3-31-02			For the year ended 12-31-01		
ASSETS	Average Balance	Interest and Dividends	Average Yield/ Rate	Average Balance	Interest and Dividends	Average Yield/ Rate
Real Estate Loans	$ 402,041	7,838	7.80%	$ 428,999	34,012	7.93%
Commercial Loans	619,317	11,432	7.49%	556,907	48,292	8.67%
Consumer and Other Loans	292,149	5,813	8.07%	292,732	25,528	8.72%
Total Loans	1,313,507	25,083	7.74%	1,278,638	107,832	8.43%
Investment Securities	590,430	7,995	5.42%	501,927	30,088	5.99%
Total Earning Assets	1,903,937	33,078	6.95%	1,780,565	137,920	7.75%
Non-Earning Assets	165,708			165,687		
TOTAL ASSETS	$ 2,069,645			$1,946,252		
LIABILITIES AND STOCKHOLDERS' EQUITY						
NOW Accounts	$ 201,484	215	0.43%	$ 183,399	1,758	0.96%
Savings Accounts	123,398	242	0.79%	102,736	1,855	1.81%
Money Market Accounts	332,262	1,713	2.09%	287,150	9,575	3.33%
Certificates of Deposit	525,475	5,272	4.07%	552,469	29,504	5.34%
FHLB Advances	368,352	4,185	4.61%	349,023	18,280	5.24%
Repurchase Agreements and Other Borrowed Funds	76,621	1,084	5.73%	66,658	4,574	6.86%
Total Interest Bearing Liabilities	1,627,592	12,711	3.17%	1,541,435	65,546	4.25%
Non-interest Bearing Deposits	228,533			216,238		
Other Liabilities	30,646			27,847		
Total Liabilities	1,886,771			1,785,520		
Common Stock	170			157		
Paid-In Capital	167,750			152,420		
Retained Earnings	11,461			5,929		
Accumulated Other Comprehensive Earnings (Loss)	3,493			2,226		
Total Stockholders' Equity	182,874			160,732		
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 2,069,645			$1,946,252		
NET INTEREST INCOME		$20,367			$72,374	
NET INTEREST SPREAD			3.78%			3.49%
NET INTEREST MARGIN ON AVERAGE EARNING ASSETS			4.28%			4.06%
RETURN ON AVERAGE ASSETS			1.30%			1.11%
RETURN ON AVERAGE EQUITY			14.76%			13.49%

15) Recently Issued Accounting Standards

In July 2001, the Financial Accounting Standards Board (FASB) issued Statement 141, Business Combinations, and Statement 142, Goodwill and Other Intangible Assets. Statement 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001 as well as all purchase method business combinations completed after June 30, 2001. Statement 141 also specifies criteria that intangible assets acquired in a purchase method business combination must meet to be recognized and reported apart from goodwill. Statement 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead tested for impairment at least annually in accordance with the provisions of Statement 142. However, goodwill recognized in connection with a branch acquisition will continue to be subject to provisions of Statement 72, Accounting for Certain Acquisitions of Banking or Thrift Institutions. Statement 142 also requires that intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with Statement 144, Accounting for the Impairment or Disposal of Long-Lived Assets. The Company adopted the provisions of Statement 141 immediately, and Statement 142 effective January 1, 2002.

Statement 141 requires upon adoption of Statement 142 that the Company evaluate its existing intangible assets and goodwill that were acquired in a prior purchase business combination, and to make any necessary reclassifications in order to conform with the new criteria in Statement 141 for recognition apart from goodwill. The Company is required to reassess the useful lives and residual values of all intangible assets acquired in purchase business combinations, and make any necessary amortization period adjustments by the end of the first interim period after adoption (March 31, 2002). In addition, to the extent an intangible asset is identified as having an indefinite useful life, the Company is required to test the intangible asset for impairment in accordance with the provisions of Statement 142 within the first interim period. Any impairment loss would be measured as of the date of adoption and recognized as the cumulative effect of a change in accounting principle in the first interim period. The Company evaluated its existing intangible assets and goodwill as required by Statement 142, and determined that no adjustments are required at this time.

In connection with the transitional goodwill impairment evaluation, Statement 142 requires the Company to perform an assessment of whether there is an indication that goodwill is impaired as of the date of adoption. To accomplish this the Company must identify its reporting units and determine the carrying value of each reporting unit by assigning the assets and liabilities, including the existing goodwill and intangible assets, to those reporting units as of the date of adoption. The Company will then have up to six months from the date of adoption (June 30, 2002) to determine the fair value of each reporting unit and compare it to the reporting unit's carrying amount. To the extent a reporting unit's carrying amount exceeds its fair value, an indication exists that the reporting unit's goodwill may be impaired and the Company must perform the second step of the transitional impairment test. In the second step, the Company must compare the implied fair value of the reporting unit's goodwill, determined by allocating the reporting unit's fair value to all of it assets and liabilities in a manner similar to a purchase price allocation in accordance with Statement 141, to its carrying amount, both of which would be measured as of the date of adoption (January 1, 2002). This second step is required to be completed as soon as possible, but no later than the end of the year of adoption (December 31, 2002). Any transitional impairment loss will be recognized as the cumulative effect of a change in accounting principle in the Company's consolidated statements of operations.

The following table sets forth information regarding the Company's core deposit intangibles, amortizable goodwill, and mortgage servicing rights:

	As of March 31, 2002			
(Dollars in thousands)	Core Deposit Intangible	Amortizable Goodwill	Mortgage Servicing Rights(1)	Total
Gross carrying value	$ 9,836	20,489		
Accumulated Amortization	(1,936)	(1,242)		
Net carrying value	$ 7,900	19,247	2,188	29,335
AGGREGATE AMORTIZATION EXPENSE				
For the three months ended March 31, 2002	$ 361	249	91	701
ESTIMATED AMORTIZATION EXPENSE				
For the year ended December 31, 2002	$ 1,439	995	294	2,728
For the year ended December 31, 2003	1,219	995	266	2,480
For the year ended December 31, 2004	1,011	995	260	2,266
For the year ended December 31, 2005	847	995	253	2,095
For the year ended December 31, 2006	779	995	246	2,020

(1) Gross carrying value and accumulated amortization are not readily available

At March 31, 2002, the Company's goodwill totaled $33.487 million, of which $14.240 million represents goodwill that is no longer being amortized as of January 1, 2002 pursuant to Statement 142. The changes in the carrying amount of goodwill for the three months ended March 31, 2002 are as follows.

(Dollars in thousands)	Balance At 12/31/2001	Goodwill Adjustments 2002	Amortization for three months ended 3/31/02	Balance At 3/31/2002
Parent	$ 2,151	--	--	2,151
Glacier Bank	4,074	9	(29)	4,054
First Security	3,796	--	--	3,796
Western	4,193	217	--	4,410
Mountain	16,818	--	(220)	16,598
Big Sky	1,752	--	--	1,752
Valley	726	--	--	726
Whitefish	--	--	--	--
	$33,510	226	(249)	33,487

The impact of the adoption of Statement 142 on earnings is as follows:

(Dollars in thousands)	For the Three Months Ended March 31, 2002	2001
Reported net income	$6,748	3,914
Add back goodwill amortization, net of tax	--	80
Adjusted net income	$6,748	3,994

	For the Three Months Ended March 31, 2002 Basic EPS	2002 Diluted EPS	2001 Basic EPS	2001 Diluted EPS
Reported net income	$0.40	0.39	0.30	0.29
Add back goodwill amortization, net of tax	--	--	0.01	--
Adjusted net income	$0.40	0.39	0.31	0.29

As of March 31, 2002, the Company has identified its reporting units as its banking subsidiaries and has allocated goodwill accordingly. Because of the extensive effort needed to comply with adopting Statements 141 and 142, it is not practicable to reasonably estimate the full impact of adopting these Statements on the Company's consolidated financial statements at the date of this report, except that upon adoption the Company does not anticipate any significant adjustments to the useful lives or residual values of its intangible assets.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Financial Condition

This section discusses the changes in Statement of Financial Condition items from March 31, 2002 to March 31, 2001.

ASSETS ($ IN THOUSANDS)	March 31, 2002	2001	$ change	% change
Cash on hand and in banks	$ 62,677	59,715	2,962	5.0%
Investment securities and interest bearing deposits	618,475	554,105	64,370	11.6%
Loans:				
Real estate	387,659	505,840	(118,181)	-23.4%
Commercial and Agricultural	625,287	563,269	62,018	11.0%
Consumer	290,317	339,570	(49,253)	-14.5%
Total loans	1,303,263	1,408,679	(105,416)	-7.5%
Allowance for loan losses	(19,498)	(17,047)	(2,451)	14.4%
Total loans net of allowance for loan losses	1,283,765	1,391,632	(107,867)	-7.8%
Other assets	118,638	127,327	(8,689)	-6.8%
Total Assets	$ 2,083,555	2,132,779	(49,224)	-2.3%

Since March 31, 2001 total assets have decreased $49 million, or 2 percent, to $2.084 billion. The sale of six north central Montana branches in June of 2001 reduced assets by $82 million. After adjusting for the branch sale, assets have increased $33 million, or 2 percent.

Total loans, net of the reserve for loan losses, have decreased $108 million of which $22 million was from the branch sale. With lower interest rates during the past year a large number of real estate loans have been refinanced, which coupled with our decision to sell the majority of the real estate loan production, has resulted in a reduction in real estate loans of $118 million. Commercial loans have increased $62 million and continue to be the lending focus. Consumer loans have declined $49 million with a significant portion of the decline attributed to the runoff in the WesterFed dealer originated consumer loans. We have discontinued the origination and purchase of these loan types and are focusing on home-equity loans for the consumer loan portfolio.

Investment securities, including Federal Home Loan Bank and Federal Reserve Bank stock, have increased $64 million offsetting some of the reduction in loans.

The amount of loans serviced for others on March 31, 2002 was approximately $278 million.

	March 31,			
LIABILITY CHANGE ($ IN THOUSANDS)	2002	2001	$ change	% change
Non-interest bearing deposits	$ 238,243	227,362	10,881	4.8%
Interest-bearing deposits	1,188,634	1,278,419	(89,785)	-7.0%
Advances from Federal Home Loan Bank	373,985	355,457	18,528	5.2%
Other borrowed funds	39,969	40,574	(605)	-1.5%
Other liabilities	25,218	37,254	(12,036)	-32.3%
Trust preferred securities	35,000	35,000	--	0.0%
Total liabilities	$1,901,049	1,974,066	(73,017)	-3.7%

Total deposits have decreased $79 million from the March 31, 2001 balances, with $81 million attributed to the branch sales. Non-interest bearing deposits are up $11 million, or 5 percent, and interest-bearing deposits are down $90 million, or 7 percent. Approximately $75 million of the decline in interest-bearing deposits is the result of the branch sale, with the remainder due primarily to pricing strategies in the low interest rate environment. Federal home loan bank advances, other borrowed funds, and repurchase agreements, have increased $18 million. Other liabilities which include accrued interest, dividends, and income taxes payable have declined $12 million due to the decline in interest bearing deposits, lower interest rates, and the payment of accrued expenses during 2001 associated with the acquisitions.

Liquidity

The objective of liquidity management is to maintain cash flows adequate to meet current and future needs for credit demand, deposit withdrawals, maturing liabilities and corporate operating expenses. This source of funds is generated by deposits, principal and interest payments on loans, sale of loans and securities, short and long-term borrowings, and net income. In addition, all seven banking subsidiaries are members of the FHLB. Accordingly, management of the Company has a wide range of versatility in managing the liquidity and asset/liability mix for each individual institution as well as the Company as a whole. As of March 31, 2002, the Company had $700 million of available FHLB line of which $374 million was utilized. During 2002, all seven financial institutions maintained liquidity levels in excess of regulatory requirements and deemed sufficient to meet operation cash needs.

STOCKHOLDERS' EQUITY	March 31,	
($ IN THOUSANDS EXCEPT PER SHARE DATA)	2002	2001
Common equity	$ 181,256	$ 155,869
Net unrealized gain on securities	1,250	2,844
Total stockholders' equity	$ 182,506	$ 158,713
Stockholders' equity to total assets	8.76%	7.44%
Tangible equity to total assets	6.91%	5.31%
Book value per common share	$ 10.69	$ 9.88
Tangible book value per common share	$ 8.26	$ 6.89

Allowance for Loan Loss and Non-Performing Assets

CREDIT QUALITY INFORMATION ($ IN THOUSANDS)	March 31, 2002	December 31, 2001	March 31, 2001
Allowance for loan losses	$ 19,498	18,654	17,047
Non-performing assets	$ 12,766	11,275	7,892
Allowance as a percentage of non-performing assets	152.73%	165.45%	216.00%
Non-performing assets as a percentage of total assets	0.61%	0.53%	0.37%
Allowance as a percentage of total loans	1.50%	1.39%	1.21%

Non-performing assets as a percentage of total assets at March 31, 2002 were .61 percent versus .37 percent at the same time last year, which compares to the Peer Group average of .59 percent at December 31, 2001, the most recent information available. The reserve for loan losses was 153 percent of non-performing assets at March 31, 2002, down from 216 percent a year ago. Three credits are the primary reason for the increase in non-performing assets, and the Company will continue to work diligently to improve this area.

With the continuing change in loan mix from residential real estate to commercial and consumer loans, which historically have greater credit risk, the Company has increased the balance in the reserve for loan losses account. The reserve balance has increased $2.451 million from March 31, 2001, or 14 percent, to $19.498 million, which is 1.50 percent of total loans outstanding, up from 1.21 percent a year ago and 1.39 percent at December 31, 2001. The first quarter provision expense for loan losses was $1.300 million, up from $585 thousand during the same quarter in 2001.

Results of Operations -- The three months ended March 31, 2002 compared to the three months ended March 31, 2001.

REVENUE SUMMARY

($ IN THOUSANDS)	Three months ended March 31, 2002	2001	$ change	% change
Net interest income	$20,367	13,102	7,265	55.4%
Fees and other revenue:				
Service charges and fees	4,006	3,136	870	27.7%
Gain on sale of loans	1,097	467	630	134.9%
Other income	746	524	222	42.4%
Total non-interest income	5,849	4,127	1,722	41.7%
Total revenue	$26,216	17,229	8,987	52.2%
Net interest margin	4.39%	4.11%		

Net Interest Income

Net interest income for the quarter increased $7.265 million, or 55 percent, over the same period in 2001. The WesterFed, and Idaho and Utah branch acquisitions were completed late in the first quarter of 2001 and had limited impact on net interest income in that quarter. The larger asset base in 2002 and an increase in the net interest margin as a percentage of earning assets, on a tax equivalent basis, from 4.1 percent in 2001 to 4.4 percent in 2002 contributed to this increase in net interest income.

Non-interest Income

Fee income increased $870 thousand, or 28 percent higher in the first quarter of 2002 than the same quarter in 2001. Gain on sale of loans increased $630 thousand, or 135 percent, and other income was up $222 thousand. Account volume increases and strong mortgage origination activity continued to drive revenue growth in the first quarter.

NON-INTEREST EXPENSE SUMMARY

($ IN THOUSANDS)	Three months ended March 31, 2002	2001	$ change	% change
Compensation and employee benefits	$ 7,782	5,257	2,525	48.0%
Occupancy and equipment expense	2,301	1,459	842	57.7%
Outsourced data processing	446	261	185	70.9%
Core deposit intangible amortization	361	168	193	114.9%
Goodwill amortization (a)	249	224	25	11.2%
Other expenses	3,475	3,146	329	10.5%
Total non-interest expense	$14,614	10,515	4,099	39.0%

(a) 2001 amortization would have been $97 thousand if current accounting rules for goodwill amortization would have been in place.

Non-interest Expense

Non-interest expense increased by $4.099 million, or 39 percent, over the same quarter of 2001. The impact of the first quarter 2001 acquisitions along with normal cost increases are the reasons for the 2002 increase. Included in the 2001 total is $406 thousand in merger and conversion expense. Intangible asset amortization in the form of core deposit and goodwill was $361 thousand and $249 thousand, respectively, which is an increase of $218 thousand over the prior year.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Market risk is the risk of loss in a financial instrument arising from adverse changes in market rates/prices such as interest rates, foreign currency exchange rates, commodity prices, and equity prices. The Company's primary market risk exposure is interest rate risk. The ongoing monitoring and management of this risk is an important component of the Company's asset/liability management process which is governed by policies established by its Board of Directors that are reviewed and approved annually. The Board of Directors delegates responsibility for carrying out the asset/liability management policies to the Asset/Liability committee (ALCO). In this capacity ALCO develops guidelines and strategies impacting the Company's asset/liability management related activities based upon estimated market risk sensitivity, policy limits and overall market interest rate levels/trends.

Interest Rate Risk:

Interest rate risk represents the sensitivity of earnings to changes in market interest rates. As interest rates change the interest income and expense streams associated with the Company's financial instruments also change thereby impacting net interest income (NII), the primary component of the Company's earnings. ALCO utilizes the results of a detailed and dynamic simulation model to quantify the estimated exposure of NII to sustained interest rate changes. While ALCO routinely monitors simulated NII sensitivity over a rolling two-year horizon, it also utilizes additional tools to monitor potential longer-term interest rate risk.

The simulation model captures the impact of changing interest rates on the interest income received and interest expense paid on all assets and liabilities reflected on the Company's balance sheet. This sensitivity analysis is compared to ALCO policy limits which specify a maximum tolerance level for NII exposure over a one year horizon, assuming no balance sheet growth, given a 200 basis point (bp) upward and downward shift in interest rates. A parallel and pro rata shift in rates over a 12 month period is assumed. The following reflects the Company's NII sensitivity analysis as of December 31, 2001, the most recent information available, as compared to the 10% Board approved policy limit (dollars in thousands).

Interest Rate Sensitivity	+200 bp	-200 bp
Estimated sensitivity	0.77%	-3.20%
Estimated increase (decrease) in net interest income	$ 627	(2,607)

The preceding sensitivity analysis does not represent a Company forecast and should not be relied upon as being indicative of expected operating results. These hypothetical estimates are based upon numerous assumptions including: the nature and timing of interest rate levels including yield curve shape, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment/replacement of assets and liability cashflows, and others. While assumptions are developed based upon current economic and local market conditions, the Company cannot make any assurances as to the predictive nature of these assumptions including how customer preferences or competitor influences might change.

Also, as market conditions vary from those assumed in the sensitivity analysis, actual results will also differ due to: prepayment/refinancing levels likely deviating from those assumed, the varying impact of interest rate change caps or floors on adjustable rate assets, the potential effect of changing debt service levels on customers with adjustable rate loans, depositor early withdrawals and product preference changes, and other internal/external variables. Furthermore, the sensitivity analysis does not reflect actions that ALCO might take in responding to or anticipating changes in interest rates.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no pending material legal proceedings to which the registrant or its subsidiaries are a party.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits

None

(b) Current Report on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly cause this report to be signed on its behalf by the undersigned thereunto duly authorized.

	GLACIER BANCORP, INC.
May 14, 2002	/s/Michael J. Blodnick President/CEO
May 14, 2002	/s/James H. Strosahl Executive Vice President/CFO