

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>MERCORD F CHARLES</b>			2. Issuer Name and Ticker or Trading Symbol <b>GLACIER BANCORP INC [ GBCI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/24/2004</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<b>49 COMMONS LOOP</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>KALISPELL MT 59901</b>								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2004		S		100	D	\$31.88	155,405	I	See footnote <sup>(1)(2)</sup>
Common Stock	02/24/2004		S		100	D	\$31.9	155,305	I	See footnote <sup>(2)(3)</sup>
Common Stock	02/24/2004		S		100	D	\$31.91	155,205	I	See footnote <sup>(2)(4)</sup>
Common Stock	02/24/2004		S		600	D	\$31.89	154,605	I	See footnote <sup>(2)(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option	\$19.164							12/31/1999	06/30/2004	Common Stock	2,420	2,420	D	
Option	\$22.136							07/29/2003	01/29/2008	Common Stock	1,650	4,070	D	
Option	\$31.34							07/28/2004	01/28/2009	Common Stock	1,500	5,570	D	

**Explanation of Responses:**

- Includes 124,553 shares held in IRA accounts for Mr. Mercord's benefit; 24,242 shares held by Mr. Mercord's wife; 6,485 shares held in an IRA account for the benefit of Mr. Mercord's wife and 125 shares held in a family partnership
- Mr. Mercord also owns 17,090 shares directly.
- Includes 124,453 shares held in IRA accounts for Mr. Mercord's benefit; 24,242 shares held by Mr. Mercord's wife; 6,485 shares held in an IRA account for the benefit of Mr. Mercord's wife and 125 shares held in a family partnership.
- Includes 124,353 shares held in IRA accounts for Mr. Mercord's benefit; 24,242 shares held by Mr. Mercord's wife; 6,485 shares held in an IRA account for the benefit of Mr. Mercord's wife and 125 shares held in a family partnership.
- Includes 123,753 shares held in IRA accounts for Mr. Mercord's benefit; 24,242 shares held by Mr. Mercord's wife; 6,485 shares held in an IRA account for the benefit of Mr. Mercord's wife and 125 shares held in a family partnership.

**Remarks:**

/s/ F. Charles Mercord                      02/25/2004

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.