

FIRST FINANCIAL BANCORP /OH/
Form 4
January 24, 2005

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
IMMELT MARK W

2. Issuer Name and Ticker or Trading Symbol
FIRST FINANCIAL BANCORP /OH/ [FFBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
371 HEATHWOOD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Officer of Affiliate

HAMILTON, OH 45013

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock	01/21/2005		J ⁽¹⁾	774 A	\$ 0 22,533	D	
Common Stock	01/22/2005		J ⁽¹⁾	3,999 A	\$ 0 26,532	D	
Common Stock	01/22/2005		J ⁽²⁾	416.21 A	\$ 0 2,166.0039	I	401-K
Common Stock	01/21/2005		J ⁽³⁾	1,250 D	\$ 0 20,609	I	Restricted
Common Stock	01/22/2005		J ⁽³⁾	5,875 D	\$ 0 14,734	I	Restricted

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1997 (ISO) Stock Option	\$ 11.1342					01/28/1997	01/28/2007	Common Stock	1,640
1998 (ISO) Stock Option	\$ 19.087					01/27/1998	01/27/2008	Common Stock	5,238
1998 (NQ) Stock Option	\$ 19.087					01/27/1998	01/27/2008	Common Stock	7,468
1999 (ISO) Stock Option	\$ 19.1017					01/25/1999	01/25/2009	Common Stock	4,201
1999 (NQ) Stock Option	\$ 19.1017					01/25/1999	01/25/2009	Common Stock	13,124
2000 (ISO) Stock Option	\$ 17.56					01/24/2001	01/24/2010	Common Stock	5,694
	\$ 17.56					01/24/2001	01/24/2010		28,116

2000 (NQ) Stock Option					Common Stock	
2001 (ISO) Stock Option	\$ 16.0124		01/22/2002	01/22/2011	Common Stock	6,244
2001 (NQ) Stock Option	\$ 16.0124		01/22/2002	01/22/2011	Common Stock	4,256
2002 (ISO) Stock Option	\$ 17.2		01/17/2003	01/17/2012	Common Stock	5,813
2002 (NQ) Stock Option	\$ 17.2		01/17/2003	01/17/2012	Common Stock	4,187
2003 (ISO) Stock Option	\$ 16.58		01/22/2004	01/22/2013	Common Stock	6,031
2003 (NQ) Stock Option	\$ 16.58		01/22/2004	01/22/2013	Common Stock	3,969
2004 (ISO) Stock Option	\$ 17.09		01/21/2005	01/21/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IMMELT MARK W 371 HEATHWOOD HAMILTON, OH 45013			Executive Officer of Affiliate	

Signatures

Terri J. Ziepfel 01/24/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).

- (1) Vesting of Restricted Stock Award (less shares sold to cover taxes)
- (3) Vesting of Restricted Stock Award
- (2) Annual update per statement

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