

fontaine elizabeth e
Form 4/A
January 25, 2006

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 *
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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)
300 HIGH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Principal Accounting Officer

HAMILTON, OH 45011
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/24/2006

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/21/2006		M ⁽¹⁾	78 A \$ 17.4	5,073	D	
Common Stock	01/22/2006		M ⁽¹⁾	155 A \$ 17.4	5,228	D	
Common Stock					8,047	I	401-K
Common Stock					254	I	Joint w/Spouse
Common Stock	01/21/2006		M ⁽²⁾	125 D \$ 0	1,450	I	Restricted

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Common Stock 01/22/2006 M⁽²⁾ 250 D \$ 0 1,200 I Restricted

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 Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
1998 (ISO) Stock Option	\$ 19.087					01/27/1999 01/27/2008		Common Stock	2,541
1999 (ISO) Stock Option	\$ 22.565					01/25/2000 01/25/2009		Common Stock	578
2000 (ISO) Stock Option	\$ 17.56					01/24/2001 01/24/2010		Common Stock	1,050
2001 (ISO) Stock Option	\$ 16.0124					01/22/2001 01/22/2011		Common Stock	5,250
2002 (ISO) Stock Option	\$ 17.2					01/17/2002 01/17/2012		Common Stock	2,000
2003	\$ 16.58					01/22/2004 01/22/2013		Common	2,000

(ISO) Stock Option					Stock	
2004 (ISO) Stock Option	\$ 17.09	01/21/2005	01/21/2014	Common Stock		1,000
2005 (ISO) Stock Option	\$ 17.51	04/18/2006	04/18/2015	Common Stock		3,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
fontaine elizabeth e 300 HIGH STREET HAMILTON, OH 45011			Principal Accounting Officer	

Signatures

terri j ziepfel 01/24/2006
 **Signature of Date
 Reporting Person

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)
- (2) Vesting of Restricted Stock Award

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.