

FIRST FINANCIAL BANCORP /OH/

Form 4

January 26, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEFFERSON C DOUGLAS

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)
180 GAY STREET
(Street)

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Officer

WILLIAMSBURG, OH 45176

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

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

(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	01/21/2005		J ⁽¹⁾		774	A	\$ 0 11,876
Common Stock	01/22/2005		J ⁽¹⁾		1,630	A	\$ 0 13,506
Common Stock	01/22/2005		J ⁽¹⁾		1,142	A	\$ 0 14,648
Common Stock	01/24/2005		J ⁽¹⁾		650	A	\$ 0 15,298
Common Stock	01/24/2005		J ⁽²⁾		707.5499	A	\$ 0 9,961
						I	401-K

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Common Stock	01/21/2005	<u>J</u> (3)	1,250	D	\$ 0	16,615	I	Restricted Award
Common Stock	01/22/2005	<u>J</u> (3)	1,799	D	\$ 0	14,816	I	Restricted Award
Common Stock	01/22/2005	<u>J</u> (3)(4)	2,515	D	\$ 0	12,301	I	Restricted Award
Common Stock	01/24/2005	<u>J</u> (3)	1,050	D	\$ 0	11,251	I	Restricted Award

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1996 (ISO) Stock Option	\$ 11.3019							01/24/1996	01/24/2006	Common Stock	1,537
1998 (ISO) Stock Option	\$ 19.087							01/27/1999	01/27/2008	Common Stock	1,271
1999 (ISO) Stock Option	\$ 22.565							01/25/2000	01/25/2009	Common Stock	4,201
1999 (NQ) Stock	\$ 22.565							01/25/2000	06/12/2010	Common Stock	1,574

Option						
2000 (ISO) Stock Option	\$ 17.56	01/24/2001	01/24/2010	Common Stock	5,694	
2000 (NQ) Stock Option	\$ 17.56	01/24/2001	01/24/2010	Common Stock	6,433	
2001 (ISO) Stock Option	\$ 16.0124	01/23/2002	01/23/2011	Common Stock	6,244	
2001 (NQ) Stock Option	\$ 16.0124	01/23/2002	01/23/2011	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
LEFFERSON C DOUGLAS 180 GAY STREET			Executive Officer	

WILLIAMSBURG, OH 45176

Signatures

Terri J. Ziepfel

01/25/2005

__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
- (4) Update of shares held in Dividend Reinvestment Account

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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