

FIRST FINANCIAL BANCORP /OH/

Form 4

January 24, 2006

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 *
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)
01/21/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP-Wealth Resource Group

HAMILTON, OH 45013

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

(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)
Common Stock	01/21/2006		<u>M</u> ⁽¹⁾	V Amount (A) or (D) Price 774 A \$ 17.4	32,852	D	
Common Stock	01/22/2006		<u>M</u> ⁽¹⁾	1,425 A \$ 17.4	34,277	D	
Common Stock	01/24/2006		<u>J</u> ⁽²⁾	476.41 A \$ 0	2,642.4139	I	401-K
Common Stock	01/21/2006		<u>M</u> ⁽³⁾	1,250 D \$ 0	11,150	I	Restricted
Common Stock	01/22/2006		<u>M</u> ⁽³⁾	2,125 D \$ 0	9,025	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. Pri Deriv Secur (Instr	
				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	
2005 (NQ) Stock Option	\$ 17.51	04/18/2006	04/18/2015	Common Stock	16,089	
2005 (ISO) Stock Option	\$ 17.51	04/18/2006	04/18/2015	Common Stock	5,711	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

IMMELT MARK W
371 HEATHWOOD
HAMILTON, OH 45013

EVP-Wealth Resource Group

Signatures

Terri J. Ziepfel

01/24/2006

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) Update as of 12/31/05

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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