

FIRST FINANCIAL BANCORP /OH/
Form 4
March 02, 2009

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 *
DAVIS CLAUDE E

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)
4000 SMITH RD., SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

CINCINNATI, OH 45209

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/14/2009		D	6,675 (1) \$ 7.99	65,550	I	Restricted
Common Stock	02/14/2009		A	4,129 (2) \$ 7.99	59,304	D	
Common Stock					428.336	I	401-k

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

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SEC 1474 (9-02)

number.

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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2004 (ISO) Stock Option	\$ 17.19					10/01/2005	10/01/2014	Common Stock	5,817
2004 (NQ) Stock Option	\$ 17.19					10/01/2005	10/01/2014	Common Stock	44,183
2005 (ISO) Stock Option	\$ 17.51					04/18/2006	04/18/2015	Common Stock	5,711
2005 (NQ) Stock Option	\$ 17.51					04/18/2006	04/18/2015	Common Stock	78,389
2006 (ISO) Stock Option	\$ 16.02					04/24/2007	04/24/2016	Common Stock	6,242
2006 (NQ) Stock Option	\$ 16.02					04/24/2007	04/24/2016	Common Stock	97,658
2007 (ISO) Stock Option	\$ 14.9					04/30/2008	04/30/2017	Common Stock	6,711
2007 (NQ)	\$ 14.9					04/30/2008	04/30/2017	Common Stock	104,989

Stock Option						
2008 (ISO) Stock Option	\$ 11.64	02/14/2009	02/14/2018	Common Stock	8,591	
2008 (NQ) Stock Option	\$ 11.64	02/14/2009	02/14/2018	Common Stock	305,009	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS CLAUDE E 4000 SMITH RD. SUITE 400 CINCINNATI, OH 45209	X		President & CEO	

Signatures

/s/Terri J
Ziepfel, POA

03/02/2009

**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
 - (2) Vesting of Restricted Stock Award (less shares used for taxes)

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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