

FIRST FINANCIAL BANCORP /OH/
Form 4
December 18, 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 *
CISLE DONALD M

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

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2009

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

(Street)
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

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	12/16/2009		J ⁽¹⁾	(A) or (D) V Amount Price 180,153 <u>(2)</u>	\$ 0 0	I	Seward-murphy
Common Stock	12/16/2009		J ⁽¹⁾	A \$ 0	199,984	D ⁽³⁾	
Common Stock					539	I	Joint W/wife
Common Stock					1,348	I	Restricted
Common Stock					165	I	Spouse

FFBC
 (Directors
 Fee Stock
 Plan) 8,965 D

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. Priority or Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
2001 (NQ) Stock Option	\$ 15.6					04/24/2002	04/24/2011	Common Stock	8,663
2004 (NQ) Stock Option	\$ 17.63					04/27/2005	04/27/2014	Common Stock	8,663

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CISLE DONALD M 4000 SMITH RD. SUITE 400 CINCINNATI, OH 45209	X			

Signatures

/s/Terri J
Ziepfel, POA

12/17/2009

__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).

- Seward-Murphy, Inc. is being converted from a corporation to an LLC, and assets, including common shares of First Financial, were
- (1) distributed to shareholders, including the reporting person based on their percentage of ownership in the company. Distribution is exempt under Rule 16a-13, representing a change in beneficial ownership from indirect to direct.
 - (2) Reflects correction of previously stated shares owned held based on the reporting person's 44.063% ownership in Seward-Murphy, Inc.
 - (3) Held in Trust Account with full investment authority.

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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