

FIRST FINANCIAL BANCORP /OH/  
Form 4  
January 03, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**HALL J FRANKLIN**

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)  
201 E. FOURTH STREET, SUITE 2000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/30/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & CFO

CINCINNATI, OH 45202

(City) (State) (Zip)

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)		
				(A) or (D)	Price				
Common Stock	12/30/2010		X <sup>(1)</sup>	V	\$ 5,250	A	20,868	D	
Common Stock	12/31/2010		F <sup>(1)</sup>	D	\$ 18.91	D	16,166	D	
Common Stock							1,301.72	I	401-k
Common Stock							24,978	I	Restricted Stock Awards

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

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SEC 1474  
(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. Amount or Number of Shares
2001 (ISO) Stock Option	\$ 16.0124	12/30/2010		X <sup>(1)</sup>	5,250	01/22/2002 01/22/2011	Common Stock	5,250
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	1,078
2002 (ISO) Stock Option	\$ 17.2					01/17/2003 01/17/2012	Common Stock	5,000
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	\$ 17.09					01/21/2005 01/21/2014	Common Stock	2,500

Option 2005 (ISO) Stock Option	\$ 17.51	04/18/2006	04/18/2015	Common Stock	5,711
Option 2005 (NQ) Stock Option	\$ 17.51	04/18/2006	04/18/2015	Common Stock	8,589
Option 2006 (ISO) Stock Option	\$ 16.02	04/24/2007	04/24/2016	Common Stock	6,242
Option 2006 (NQ) Stock Option	\$ 16.02	04/24/2007	04/24/2016	Common Stock	11,058
Option 2007 (ISO) Stock Option	\$ 14.9	04/30/2008	04/30/2017	Common Stock	6,711
Option 2007 (NQ) Stock Option	\$ 14.9	04/30/2008	04/30/2017	Common Stock	12,489
Option 2007 (NQ) Stock Option	\$ 11.64	02/14/2009	02/14/2018	Common Stock	43,909
Option 2008 (ISO) Stock Option	\$ 11.64	02/14/2009	02/14/2018	Common Stock	8,591

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL J FRANKLIN 201 E. FOURTH STREET SUITE 2000 CINCINNATI, OH 45202			EVP & CFO	

## Signatures

/s/Terri J  
Ziepfel, POA

01/03/2011

\_\_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) Under terms of 10b5-1 plan executed 11/30/10.

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.