

FIRST FINANCIAL BANCORP /OH/
Form 4
January 24, 2006

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 *
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)

1309 PAXTON AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CFO

CINCINNATI, OH 45208

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/21/2006		M ⁽¹⁾	619 A \$ 17.4	4,506	D	
Common Stock	01/22/2006		M ⁽¹⁾	915 A \$ 17.4	5,421	D	
Common Stock					760.9996	I	401-K
Common Stock	01/21/2006		M ⁽²⁾	1,000 D \$ 0	7,859	I	Restricted Stock Awards
Common Stock	01/22/2006		M ⁽²⁾	1,479 D \$ 0	6,380	I	Restricted Stock

Awards

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 of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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
2001 (ISO) Stock Option	\$ 16.0124					01/22/2002	01/22/2011	Common Stock	5,250
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)	\$ 16.58					01/22/2004	01/22/2013	Common Stock	3,969

Stock Option						
2004 (ISO) Stock Option	\$ 17.09	01/21/2005	01/21/2014	Common Stock	2,500	
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	8,589	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL J FRANKLIN 1309 PAXTON AVENUE CINCINNATI, OH 45208			SVP & CFO	

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)
- (2) Vesting of Restricted Stock Award

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.