

FIRST FINANCIAL BANCORP /OH/
Form 4
February 19, 2008

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 *
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)
300 HIGH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2008

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

HAMILTON, OH 45011
(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					40,000	D	
Common Stock					83.65	I	401-K
Common Stock	02/14/2008		A	26,700 A	\$ 0 87,400	I	Restricted

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
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) Stock Option	\$ 14.9						04/30/2008	04/30/2017	Common Stock	104,980
	\$ 11.64	02/14/2008		A	8,591		02/14/2009	02/14/2018		8,591

2008
(ISO)
Stock
Option

2008
(NQ)
Stock
Option

Common
Stock

Common
Stock

\$ 11.64 02/14/2008 A 305,009 02/14/2009 02/14/2018

305,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS CLAUDE E 300 HIGH STREET HAMILTON, OH 45011	X		President & CEO	

Signatures

Terri Ziepfel 02/18/2008
 __Signature of Date
 Reporting Person

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).

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.