

FIRST FINANCIAL BANCORP /OH/

Form 4

January 13, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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**

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP & CFO

(Street)
CINCINNATI, OH 45202

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	01/10/2012		X		127 \$ 17.2	24,111	D
Common Stock						1,334.6983	I 401-k
Common Stock						25,572	I Restricted Stock Awards

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**

SEC 1474
(9-02)

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
2002 (ISO) Stock Option	\$ 17.2	01/10/2012		F	4,873	01/17/2003	01/17/2012	Common Stock	4,873
2002 (ISO) Stock Option	\$ 17.2	01/10/2012		X	127	01/17/2003	01/17/2012	Common Stock	127
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 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
	\$ 16.02					04/24/2007	04/24/2016		6,242

2006 (ISO) Stock Option					Common Stock	
2006 (NQ) Stock Option	\$ 16.02		04/24/2007	04/24/2016	Common Stock	11,058
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	12,489
2007 (NQ) Stock Option	\$ 11.64		02/14/2009	02/14/2018	Common Stock	43,909
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

01/13/2012

**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).

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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