

FIRST FINANCIAL BANCORP /OH/
Form 4
December 24, 2013

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 *
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)
255 E FIFTH STREET, SUITE 2900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2013

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

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)
Common Stock	12/23/2013		X	589 ⁽¹⁾ A	\$ 14.9 227,944	D	
Common Stock	12/23/2013		X	8,200 ⁽¹⁾ A	\$ 14.9 236,144	D	
Common Stock					541,5366	I	401-k
Common Stock					74,772	I	Restricted
Common Stock					24,281	I	Restricted-P

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2007 (ISO) Stock Option	\$ 14.9	12/23/2013		F	6,122	04/30/2008 04/30/2017	Common Stock	6,122	
2007 (ISO) Stock Option	\$ 14.9	12/23/2013		X	589	04/30/2008 04/30/2017	Common Stock	589	
2007 (NQ) Stock Option	\$ 14.9	12/23/2013		F	96,789	04/30/2008 04/30/2017	Common Stock	96,789	
2007 (NQ) Stock Option	\$ 14.9	12/23/2013		X	8,200	04/30/2008 04/30/2017	Common Stock	8,200	
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
2008 (ISO) Stock Option	\$ 11.64	02/14/2009	02/14/2018	Common Stock	0
2008 (NQ) Stock Option	\$ 11.64	02/14/2009	02/14/2018	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS CLAUDE E 255 E FIFTH STREET SUITE 2900 CINCINNATI, OH 45202	X		President & CEO	

Signatures

/s/ Hope M.
Elliott, POA

12/24/2013

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan effective May 30, 2013.

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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