

fontaine elizabeth e
Form 4
January 24, 2006

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 *
fontaine elizabeth 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)
01/21/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Principal Accounting Officer

HAMILTON, OH 45011

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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⁾		78	A	\$ 17.4	5,073	D
Common Stock								8,047	I
Common Stock								254	I
Common Stock	01/21/2006		M ⁽²⁾		125	D	\$ 0	1,450	I

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 Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
1998 (ISO) Stock Option	\$ 19.087					01/27/1999	01/27/2008	Common Stock	2,541	
1999 (ISO) Stock Option	\$ 22.565					01/25/2000	01/25/2009	Common Stock	578	
2000 (ISO) Stock Option	\$ 17.56					01/24/2001	01/24/2010	Common Stock	1,050	
2001 (ISO) Stock Option	\$ 16.0124					01/22/2001	01/22/2011	Common Stock	5,250	
2002 (ISO) Stock Option	\$ 17.2					01/17/2002	01/17/2012	Common Stock	2,000	
2003 (ISO) Stock Option	\$ 16.58					01/22/2004	01/22/2013	Common Stock	2,000	
2004	\$ 17.09					01/21/2005	01/21/2014	Common	1,000	

(ISO)						Stock
Stock						
Option						
2005						
(ISO)	\$ 17.51		04/18/2006	04/18/2015	Common	3,600
Stock					Stock	
Option						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
fontaine elizabeth e 300 HIGH STREET HAMILTON, OH 45011			Principal Accounting Officer	

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.
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