

FIRST FINANCIAL BANCORP /OH/
Form 4
January 26, 2005

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 *
MURRELL III C THOMAS

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)
10946 ALLENHURST BLVD., EAST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Officer

CINCINNATI, OH 45241

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 | 01/21/2005 | | J(1) | | 774 | A | \$ 0 6,489 | D |
| Common Stock | 01/22/2005 | | J(1) | | 1,100 | A | \$ 0 7,589 | D |
| Common Stock | 01/24/2005 | | J(2) | | 321.1928 | A | \$ 0 7,910.1928 | D |
| Common Stock | | | | | | | 457.8072 | I 401K |
| Common Stock | 01/21/2005 | | J(1) | | 1,250 | D | \$ 0 11,326 | I Restricted Stock |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|------|-------|---|-----------------------------------|
| Common Stock | 01/25/2005 | J ⁽³⁾ | 1,750 | D | \$ 0 | 9,576 | I | Awards Restricted Stock Awards |
|--------------|------------|------------------|-------|---|------|-------|---|-----------------------------------|

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

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| 2001 (ISO) Stock Option | \$ 15.37 | | | | | 04/30/2002 04/30/2011 | Common Stock | 6,506 |
| 2001 (NQ) Stock Option | \$ 15.37 | | | | | 04/30/2002 04/30/2011 | Common Stock | 994 |
| 2002 (ISO) Stock Option | \$ 17.2 | | | | | 01/17/2003 01/17/2012 | Common Stock | 5,813 |
| 2002 (NQ) Stock Option | \$ 17.2 | | | | | 01/17/2003 01/17/2012 | Common Stock | 4,187 |
| 2003 (ISO) Stock | \$ 16.58 | | | | | 01/22/2004 01/22/2013 | Common Stock | 6,031 |

| | | | | | |
|--------|----------|--|------------|------------|--------------------|
| Option | | | | | |
| 2003 | | | | | |
| (NQ) | | | | | |
| Stock | \$ 16.58 | | 01/22/2004 | 01/22/2013 | Common Stock 3,969 |
| Option | | | | | |
| 2004 | | | | | |
| (ISO) | | | | | |
| Stock | \$ 17.09 | | 01/21/2005 | 01/21/2014 | Common Stock 2,500 |
| Option | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURRELL III C THOMAS 10946 ALLENHURST BLVD., EAST CINCINNATI, OH 45241 | | | Executive Officer | |

Signatures

Terri J. Ziepfel 01/25/2005

__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).

- (1) Vesting of Restricted Stock Award (less shares sold to cover taxes)
- (3) Vesting of Restricted Stock Award
- (2) Annual update per statement

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.