FIRST FINANCIAL BANCORP /OH/
Form 4
May 01, 2008

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS CLAUDE E

(Last) (First) (Middle)

4000 SMITH RD., SUITE 400

(Street)

CINCINNATI, OH 45209

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST FINANCIAL BANCORP /OH/ [FFBC]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/30/2008		J (1)		6,650	A	$ 13.12	55,175	D	
Common Stock								428.336	I	401-K
Common Stock	04/30/2008		J (1)		6,650	D	$ 0	72,225	I	Restricted

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

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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)		8. P Der Secu (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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) Sock 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)	$ 14.9							04/30/2008	04/30/2017	Common Stock	104,989	

Stock Option						
2008 (ISO) Stock Option	$ 11.64	02/14/2009	02/14/2018	Common Stock	8,591
2008 (NQ) Stock Option	$ 11.64	02/14/2009	02/14/2018	Common Stock	305,009

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS CLAUDE E 4000 SMITH RD. SUITE 400 CINCINNATI, OH 45209	X		President & CEO	

Signatures

Terri Ziepfel	05/01/2008
**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

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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