

FIRST FINANCIAL BANCORP /OH/

Form 4

April 20, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEFFERSON C DOUGLAS

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)
4000 SMITH RD., SUITE 400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP & COO

CINCINNATI, OH 45209

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 (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	04/18/2009		A		774 ⁽¹⁾	A	\$ 10.75	26,215	D
Common Stock	04/18/2009		D ⁽²⁾		2,500	D	\$ 0	31,168	I
Common Stock	04/18/2009		D ⁽³⁾		1,250	D	\$ 0	29,918	I
Common Stock								13,180.191	I
									401-k

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. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2000 (ISO) Stock Option	\$ 17.56							01/24/2001	01/24/2010	Common Stock	5,694
2000 (NQ) Stock Option	\$ 17.56							01/24/2001	01/24/2010	Common Stock	6,433
2001 (ISO) Stock Option	\$ 16.0124							01/23/2002	01/23/2011	Common Stock	6,244
2001 (NQ) Stock Option	\$ 16.0124							01/23/2002	01/23/2011	Common Stock	4,256
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)	\$ 16.58							01/22/2004	01/22/2013	Common Stock	6,031

Stock Option						
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	19,289
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	19,258
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	21,489
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	04/14/2018	Common Stock	63,409

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEFFERSON C DOUGLAS 4000 SMITH RD. SUITE 400 CINCINNATI, OH 45209			EVP & COO	

Signatures

/s/Terri J Ziepfel, POA	04/20/2009
**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) Cancellation/expiration of outstanding balance of 04/18/05 restricted stock award.
- (3) 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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