

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

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 *
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
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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)	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.