

FIRST FINANCIAL BANCORP /OH/

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALL J FRANKLIN

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)

1309 PAXTON AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & CFO

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

CINCINNATI, OH 45208

(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)
Common Stock	01/21/2006		M ⁽¹⁾	619 A	\$ 17.4 4,506	D	
Common Stock	01/22/2006		M ⁽¹⁾	915 A	\$ 17.4 5,421	D	
Common Stock					760.9996	I	401-K
Common Stock	01/21/2006		M ⁽²⁾	1,000 D	\$ 0 7,859	I	Restricted Stock Awards
Common Stock	01/22/2006		M ⁽²⁾	1,479 D	\$ 0 6,380	I	Restricted Stock

Awards

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
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	1,078
2001 (ISO) Stock Option	\$ 16.0124							01/22/2002	01/22/2011	Common Stock	5,250
2002 (ISO) Stock Option	\$ 17.2							01/17/2003	01/17/2012	Common Stock	5,000
2003 (ISO) Stock Option	\$ 16.58							01/22/2004	01/22/2013	Common Stock	6,031
2003 (NQ)	\$ 16.58							01/22/2004	01/22/2013	Common Stock	3,969

Stock
Option

2004 (ISO) Stock Option	\$ 17.09	01/21/2005	01/21/2014	Common Stock	2,500
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2005 (ISO) Stock Option	\$ 17.51	04/18/2006	04/18/2015	Common Stock	5,711
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2005 (NQ) Stock Option	\$ 17.51	04/18/2006	04/18/2015	Common Stock	8,589
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL J FRANKLIN 1309 PAXTON AVENUE CINCINNATI, OH 45208			SVP & CFO	

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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