

FIRST FINANCIAL BANCORP /OH/
Form 4
December 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
stollings anthony m

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)
11/26/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP/CAO/Controller

CINCINNATI, OH 45209

(City) (State) (Zip)

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

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	11/26/2008		J ⁽¹⁾	2,119.4897 A \$ 0	3,566.5857	I	401k
Common Stock	11/26/2008		S	3,566.5857 D \$ 12.2394	0	I	401k
Common Stock					1,300	D	
Common Stock					4,300	I	Restricted

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. Priority (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2006 (ISO) Stock Option	\$ 16.61					12/20/2007	12/20/2016	Common Stock	5,000
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	289
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	19,409

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

stollings anthony m
4000 SMITH RD.
SUITE 400
CINCINNATI, OH 45209

SVP/CAO/Controller

Signatures

/s/Terri J
Ziepfel, POA

12/03/2008

__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) Updated 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.
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