

FIRST FINANCIAL BANCORP /OH/

Form 4

April 16, 2012

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
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(Print or Type Responses)

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

(Last) (First) (Middle)

255 EAST FIFTH STREET, SUITE
2900

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP & CFO

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	04/13/2012		D		3,038 (1) \$ 16.51	24,574	D
Common Stock	04/13/2012		A		2,064 (2) \$ 16.51	26,638	D
Common Stock						1,361	I 401-k
Common Stock						35,985	I 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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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
2003 (ISO) Stock Option	\$ 16.58							01/22/2004	01/22/2013	Common Stock	6,031
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) Sock Option	\$ 17.51							04/18/2006	04/18/2015	Common Stock	8,589
2006 (ISO) Stock Option	\$ 16.02							04/24/2007	04/24/2016	Common Stock	6,242
	\$ 16.02							04/24/2007	04/24/2016		11,058

2006 (NQ) Stock Option					Common Stock	
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	12,489
2007 (NQ) Stock Option	\$ 11.64	02/14/2009	02/14/2018		Common Stock	43,909
2008 (ISO) Stock Option	\$ 11.64	02/14/2009	02/14/2018		Common Stock	8,591

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL J FRANKLIN 255 EAST FIFTH STREET SUITE 2900 CINCINNATI, OH 45202			EVP & CFO	

Signatures

/s/Terri J
Ziepfel, POA

04/16/2012

**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

(2) Vesting of Restricted Stock Award less shares used to cover taxes

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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