

gehlmann gregory a
Form 4
February 17, 2011

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 *
gehlmann gregory a

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)
201 E. FOURTH STREET, SUITE
2000

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2011

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP/Corporate General Counsel

(Street)
CINCINNATI, OH 45202

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 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	02/14/2011		D		1,125 (3)	\$ 17.64	22,903	I	Restricted
Common Stock	02/14/2011		A		765 (2)	\$ 17.64	10,144	D	
Common Stock							4,492.1306 (1)	I	401k

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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
2005 (ISO) Stock Option	\$ 18.63							06/21/2006	06/21/2016	Common Stock	5,367
2005 (NQ) Sock Option	\$ 18.63							06/21/2006	06/21/2016	Common Stock	6,033
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	10,258
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	12,889
2008 (ISO) Stock Option	\$ 11.64							02/14/2009	02/14/2018	Common Stock	8,591

2008
 (NQ) \$ 11.64 02/14/2009 02/14/2018 Common Stock 43,909
 Stock
 Option

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
gehlmann gregory a 201 E. FOURTH STREET SUITE 2000 CINCINNATI, OH 45202			EVP/Corporate General Counsel	

Signatures

/s/Terri J
 Ziepfel, POA 02/17/2011

**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) Update per Statement
- (2) Vesting of Restricted Stock Award less shares withheld for taxes
- (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.
 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.