

FIRST FINANCIAL BANCORP /OH/

Form 4

November 23, 2004

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 *
LEFFERSON C DOUGLAS

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)
180 GAY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2004

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Officer

WILLIAMSBURG, OH 45176

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 (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)
Common Stock	11/22/2004		S	5,927	D		
Common Stock						I	401-K
Common Stock						I	Resticted Award

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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	
1996 (ISO) Stock Option	\$ 11.3019					01/24/1996	01/24/2006	Common Stock	1,537	
1998 (ISO) Stock Option	\$ 19.087					01/27/1999	01/27/2008	Common Stock	1,271	
1999 (ISO) Stock Option	\$ 22.565					01/25/2000	01/25/2009	Common Stock	4,201	
1999 (NQ) Stock Option	\$ 22.565					01/25/2000	06/12/2010	Common Stock	1,574	
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	6,433	
2001 (ISO) Stock Option	\$ 16.0124					01/23/2002	01/23/2011	Common Stock	6,244	

2001 (NQ) Stock Option	\$ 16.0124	01/23/2002	01/23/2011	Common Stock	4,256
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 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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEFFERSON C DOUGLAS 180 GAY STREET WILLIAMSBURG, OH 45176			Executive Officer	

Signatures

Terri J. Ziepfel 11/23/2004

__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).

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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