

FIRST FINANCIAL BANCORP /OH/

Form 4/A

May 17, 2005

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 *
IMMELT MARK W

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)
371 HEATHWOOD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Executive Officer of Affiliate

HAMILTON, OH 45013

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/20/2005

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V Amount (A) or (D) Price			
Common Stock					29,731	D	
Common Stock					2,166.0039	I	401-K
Common Stock					16,194	I	Restricted

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**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1997 (ISO) Stock Option	\$ 11.1342							01/28/1997	01/28/2007	Common Stock	1,640
1998 (ISO) Stock Option	\$ 19.087							01/27/1998	01/27/2008	Common Stock	5,238
1998 (NQ) Stock Option	\$ 19.087							01/27/1998	01/27/2008	Common Stock	7,468
1999 (ISO) Stock Option	\$ 19.1017							01/25/1999	01/25/2009	Common Stock	4,201
1999 (NQ) Stock Option	\$ 19.1017							01/25/1999	01/25/2009	Common Stock	13,124
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	28,110
2001 (ISO) Stock Option	\$ 16.0124							01/22/2002	01/22/2011	Common Stock	6,244

2001 (NQ) Stock Option	\$ 16.0124				01/22/2002	01/22/2011	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
2005 (NQ) Stock Option	\$ 17.51	04/18/2005	A	16,089 (1)	04/18/2006 ⁽²⁾	04/18/2015	Common Stock	16,089
2005 (ISO) Stock Option	\$ 17.51	04/18/2005	A	5,711 (1)	04/18/2006 ⁽²⁾	04/18/2015	Common Stock	5,711

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IMMELT MARK W 371 HEATHWOOD HAMILTON, OH 45013			Executive Officer of Affiliate	

Signatures

Terri J. Ziepfel 05/17/2005

**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).
- (2) 25% per year for 4 years
- (1) Correction of ISO/NQ Breakdown

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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