

FIRST FINANCIAL BANCORP /OH/
Form 4
April 25, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)
8 ANNWOOD LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CFO

CINCINNATI, OH 45206

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

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					5,421	D	
Common Stock					760.9996	I	401-K
Common Stock	04/24/2006		A	2,900 A \$ 0	9,280	I	Restricted Stock Awards

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

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SEC 1474 (9-02)

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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
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	1,078
2001 (ISO) Stock Option	\$ 16.0124					01/22/2002	01/22/2011	Common Stock	5,250
2002 (ISO) Stock Option	\$ 17.2					01/17/2003	01/17/2012	Common Stock	5,000
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	\$ 17.51					04/18/2006	04/18/2015	Common Stock	5,711

Option 2005 (NQ) Sock Option	\$ 17.51					04/18/2006	04/18/2015	Common Stock	8,589
2006 (ISO) Stock Option	\$ 16.02	04/24/2006	A	6,242		04/24/2007	04/24/2016	Common Stock	6,242
2006 (NQ) Stock Option	\$ 16.02	04/24/2006	A	11,058		04/24/2007	04/24/2016	Common Stock	11,058

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL J FRANKLIN 8 ANNWOOD LANE CINCINNATI, OH 45206			SVP & CFO	

Signatures

Terri J. Ziepfel 04/25/2006
 __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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