

FIRST FINANCIAL BANCORP /OH/
Form 4
February 15, 2012

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 *
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)
255 EAST FIFTH STREET, SUITE 2900

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2012

____ Director
 Officer (give title below) _____ Other (specify below)
EVP & COO

(Street)
CINCINNATI, OH 45202

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 02/14/2012 | | D | 1,525 (2) \$ 17.18 | 28,438 | I | Restricted Award |
| Common Stock | 02/14/2012 | | A | 1,036 (3) \$ 17.18 | 32,012 | D | |
| Common Stock | 02/14/2012 | | S | 12,943 D \$ 17.1412 | 19,069 | D | |
| Common Stock | | | | | 14,696 (1) | I | 401-k |

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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | 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) Stock Option | \$ 17.51 | | | | | 04/18/2006 | 04/18/2015 | Common Stock | 19,289 |
| 2006 (ISO) Stock Option | \$ 16.02 | | | | | 04/24/2007 | 04/24/2016 | Common Stock | 6,242 |
| 2006 (NQ) | \$ 16.02 | | | | | 04/24/2007 | 04/24/2016 | Common Stock | 19,258 |

| | | | | | | |
|----------------------------------|----------|------------|------------|-----------------|--------|--|
| Stock Option | | | | | | |
| 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 | 21,489 | |
| 2008 (ISO) Stock Option | \$ 11.64 | 02/14/2009 | 02/14/2018 | Common Stock | 8,591 | |
| 2008 (NQ) Stock Option | \$ 11.64 | 02/14/2009 | 04/14/2018 | Common Stock | 63,409 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEFFERSON C DOUGLAS 255 EAST FIFTH STREET SUITE 2900 CINCINNATI, OH 45202 | | | EVP & COO | |

Signatures

/s/Terri J
Ziepfel, POA

02/15/2012

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

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.