

FIRST FINANCIAL BANCORP /OH/

Form 8-K

December 27, 2004

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

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 21, 2004

**FIRST FINANCIAL BANCORP.**

(Exact name of registrant as specified in its charter)

Ohio (State or other jurisdiction of incorporation)	0-12379 (Commission File Number)	31-1042001 (IRS Employer Identification No.)
300 High Street, Hamilton, Ohio (Address of principal executive offices)		45011 (Zip Code)

Registrant's telephone number, including area code: (513) 867-5447

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

SIGNATURES

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) On December 21, 2004, Stephen S. Marcum, a director of First Financial Bancorp. (the Company ) informed the Company of his decision not to stand for re-election at the Company s next annual meeting of shareholders (the Annual Meeting ). As a result, Mr. Marcum s term as a director of the Company will expire as of the date of the next Annual Meeting, which will be held in April 2005 on a date to be determined by the Company s board of directors. Mr. Marcum stated, I have declined to stand for re-election, because I am disappointed that I cannot fully participate in the board s committee activities, since I am not considered independent under the new Nasdaq listing standards. I have enjoyed my past service on the Company s board of directors.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FIRST FINANCIAL BANCORP.**

By: /s/ C. Douglas Lefferson  
C. Douglas Lefferson  
Senior Vice President and Chief  
Financial Officer

Date: December 27, 2004