

FIRST FINANCIAL BANCORP /OH/
Form 4/A
May 16, 2005

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)
180 GAY STREET

(Street)

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

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

WILLIAMSBURG, OH 45176

(City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					15,445	D	
Common Stock					9,961	I	401-K
Common Stock					16,251	I	Restricted Award

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

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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
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	
2005 (ISO) Stock Option	\$ 17.51	04/18/2005		A	5,711 <u>(1)</u>	04/18/2006 ⁽²⁾	04/18/2015	Common Stock	5,711
2005 (NQ) Sock Option	\$ 17.51	04/18/2005		A	19,289 <u>(1)</u>	04/18/2006 ⁽²⁾	04/18/2015	Common Stock	19,289

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 05/16/2005

**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).

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(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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