

FIRST FINANCIAL BANCORP /OH/

Form 4

October 29, 2004

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

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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)
10/28/2004

____ 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)

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	10/28/2004		S	3,750 D \$ 17.43	19,413	D	
Common Stock					1,749.7939	I	401-K
Common Stock					25,652	I	Restricted

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

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information contained in this form are not
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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)	8. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
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
								28,116
	\$ 16.0124					01/22/2002	01/22/2011	
								6,244

2001 (ISO) Stock Option					Common Stock	
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

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 10/29/2004

 Date

**Signature of
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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