

FIRST FINANCIAL BANCORP /OH/

Form 4

November 26, 2012

**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 \*  
DAVIS CLAUDE E

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 E FIFTH STREET, SUITE 2900

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/20/2012

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President & CEO

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount<br>(1)                                                            | (A)<br>or<br>(D) Price                                                                                             |                                                                      |                                                                   |
| Common<br>Stock                       | 11/20/2012                              |                                                             | G                                    | V 1,500<br>(1)                                                             | D \$ 0 139,809                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 506                                                                                                                | I                                                                    | 401-k                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 105,272                                                                                                            | I                                                                    | Restricted                                                        |

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

**Persons who respond to the collection of  
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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. P<br>Der<br>Sec<br>(Ins |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                 | Date<br>Exercisable        | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| 2004<br>(ISO)<br>Stock<br>Option                    | \$ 17.19                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 10/01/2005                 | 10/01/2014         | Common<br>Stock | 5,817                            |
| 2004<br>(NQ)<br>Stock<br>Option                     | \$ 17.19                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 10/01/2005                 | 10/01/2014         | Common<br>Stock | 44,183                           |
| 2005<br>(ISO)<br>Stock<br>Option                    | \$ 17.51                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 04/18/2006                 | 04/18/2015         | Common<br>Stock | 5,711                            |
| 2005<br>(NQ)<br>Stock<br>Option                     | \$ 17.51                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 04/18/2006                 | 04/18/2015         | Common<br>Stock | 78,389                           |
| 2006<br>(ISO)<br>Stock<br>Option                    | \$ 16.02                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 04/24/2007                 | 04/24/2016         | Common<br>Stock | 6,242                            |
| 2006<br>(NQ)<br>Stock<br>Option                     | \$ 16.02                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 04/24/2007                 | 04/24/2016         | Common<br>Stock | 97,658                           |
| 2007<br>(ISO)<br>Stock<br>Option                    | \$ 14.9                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 04/30/2008                 | 04/30/2017         | Common<br>Stock | 6,711                            |
| 2007<br>(NQ)                                        | \$ 14.9                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 04/30/2008                 | 04/30/2017         | Common<br>Stock | 104,989                          |

Stock  
Option

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 02/14/2018

Common  
Stock

305,009

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                 |       |
|----------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                            | Director      | 10% Owner | Officer         | Other |
| DAVIS CLAUDE E<br>255 E FIFTH STREET<br>SUITE 2900<br>CINCINNATI, OH 45202 | X             |           | President & CEO |       |

## Signatures

/s/Terri J  
Ziepfel, POA

11/26/2012

\*\*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) To Butler University

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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