

FIRST FINANCIAL BANCORP /OH/

Form 8-K

April 28, 2006

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report: April 24, 2006  
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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**First Financial Bancorp.**

**Item 8.01 Other Events.**

On April 25, 2006, First Financial Bancorp. announced that its subsidiary, First Financial Bank N.A., signed a definitive agreement to sell its Southeastern Indiana banking offices. First Financial Bank has signed a purchase and assumption agreement with MainSource Bank for the sale of approximately \$30 million in loans and property of the banking offices, and the assumption of approximately \$56 million in deposit accounts. The resulting financial impact for First Financial is an estimated pre-tax gain of approximately \$4.5 million. Subject to regulatory approval, the sale is expected to be completed on or before September 30, 2006.

The sale is part of First Financial's branch rationalization plan previously announced.

A copy of the press release is attached as Exhibit 99.1.

**Item 9.01 Exhibits.**

(c) Exhibit:

**99.1** First Financial Bancorp. Press Release dated April 25, 2006.

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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/ J. Franklin Hall  
J. Franklin Hall  
Senior Vice President and  
Chief Financial Officer

Date: April 28, 2006

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**Exhibit No. Description**

99.1 First Financial Bancorp. Press Release dated April 25, 2006.