

FIRST FINANCIAL BANCORP /OH/  
Form 4  
October 27, 2004

**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 \*  
**HALL J FRANKLIN**

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)  
**1309 PAXTON AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/26/2004**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Principal Accounting Officer**

**CINCINNATI, OH 45208**

(City) (State) (Zip)

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

**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)	Price		
Common Stock	10/26/2004		S	1,500 D	\$ 17.07 3,343	D	
Common Stock	10/26/2004		S	1,000 D	\$ 17.071 2,343	D	
Common Stock	10/26/2004		S	1,000 D	\$ 17.09 1,343	D	
Common Stock	10/26/2004		S	762 D	\$ 17.15 581	D	
Common Stock					573.6996	I	401-K

Common Stock	11,299	I		Restricted Stock Awards
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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. Price of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
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	1,078
2001 (ISO) Stock Option	\$ 16.0124					01/22/2002      01/22/2011	Common Stock	5,250
2002 (ISO) Stock Option	\$ 17.2					01/17/2003      01/17/2012	Common Stock	5,000
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
HALL J FRANKLIN 1309 PAXTON AVENUE CINCINNATI, OH 45208			Principal Accounting Officer	

## Signatures

Terri J. Ziepfel                      10/27/2004  
 \_\_Signature of                      Date  
 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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