

FIRST FINANCIAL BANCORP /OH/
 Form 4
 November 23, 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 *
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)
11/22/2004

____ 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)

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	11/22/2004		S	5,927 D \$ 17.09	9,573	D	
Common Stock					9,253.4501	I	401-K
Common Stock					20,336	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)	8. Price 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

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 11/23/2004
 __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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