

HOCKEMEYER REX A
 Form 4
 January 26, 2005

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 *
HOCKEMEYER REX A

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)
8366 MEADOWLARK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Officer

WEST CHESTER, OH 45069

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	(D)	Price	
Common Stock	01/21/2005		J ⁽¹⁾		624	A	\$ 0 9,944	D
Common Stock	01/22/2005		J ⁽¹⁾		1,199	A	\$ 0 11,143	D
Common Stock	01/22/2005		J ⁽¹⁾		1,141	A	\$ 0 12,284	D
Common Stock	01/24/2005		J ⁽¹⁾		721	A	\$ 0 13,005	D
Common Stock	01/24/2005		J ⁽²⁾		348.49	A	\$ 0 1,368.0035	I 401K

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Common Stock	01/21/2005	J ⁽³⁾	1,000	D	\$ 0	13,527	I	Restricted Stock Award(s)
Common Stock	01/22/2005	J ⁽³⁾	1,923	D	\$ 0	11,604	I	Restricted Stock Award(s)
Common Stock	01/22/2005	J ⁽³⁾	1,829	D	\$ 0	9,775	I	Restricted Stock Award(s)
Common Stock	01/24/2005	J ⁽³⁾	1,155	D	\$ 0	8,620	I	Restricted Stock Award(s)

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
1997 (ISO) Stock Option	\$ 11.1355					01/28/1998	01/28/2007	Common Stock	698
1998 (ISO) Stock Option	\$ 19.087					01/27/1999	01/27/2008	Common Stock	2,541
1999 (ISO) Stock	\$ 22.565					01/25/2000	01/25/2009	Common Stock	1,155

Option 2000 (ISO) Stock Option	\$ 17.56	01/24/2001	01/24/2010	Common Stock	5,694
Option 2000 (NQ) Stock Option	\$ 17.56	01/24/2001	01/24/2010	Common Stock	7,798
Option 2001 (ISO) Stock Option	\$ 16.0124	01/22/2002	01/22/2011	Common Stock	6,244
Option 2001 (NQ) Stock Option	\$ 16.0124	01/22/2002	01/22/2011	Common Stock	1,631
Option 2002 (ISO) Stock Option	\$ 17.2	01/17/2003	01/17/2012	Common Stock	5,000
Option 2003 (ISO) Stock Option	\$ 16.58	01/22/2004	01/22/2013	Common Stock	5,000
Option 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
HOCKEMEYER REX A 8366 MEADOWLARK DRIVE WEST CHESTER, OH 45069			Executive Officer	

Signatures

Terri J. Ziepfel 01/25/2005
 **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).

(1) Vesting of Restricted Stock Award (less shares sold to cover taxes)

(3) Vesting of Restricted Stock Award

(2) Annual update per statement

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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