

FIRST FINANCIAL BANCORP /OH/
Form 4
March 21, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2014

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

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 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 (A) or Price (D)		
Common Stock	03/20/2014		X		221 ⁽¹⁾ A \$ 17.19	D	
Common Stock	03/20/2014		X		1,590 ⁽¹⁾ A \$ 17.19	D	
Common Stock					580.1709	I	401-k
Common Stock					60,441	I	Restricted
Common Stock					47,558	I	Restricted-P

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2004 (ISO) Stock Option	\$ 17.19	03/20/2014		F	5,596	10/01/2005 10/01/2014	Common Stock	5,596	
2004 (ISO) Stock Option	\$ 17.19	03/20/2014		X	221	10/01/2005 10/01/2014	Common Stock	221	
2004 (NQ) Stock Option	\$ 17.19	03/20/2014		F	42,593	10/01/2005 10/01/2014	Common Stock	42,593	
2004 (NQ) Stock Option	\$ 17.19	03/20/2014		X	1,590	10/01/2005 10/01/2014	Common Stock	1,590	
2005 (ISO) Stock Option	\$ 17.51					04/18/2006 04/18/2015	Common Stock	5,711	
2005 (NQ) Stock Option	\$ 17.51					04/18/2006 04/18/2015	Common Stock	78,389	
2006 (ISO) Stock Option	\$ 16.02					04/24/2007 04/24/2016	Common Stock	6,242	

2006
 (NQ) \$ 16.02 04/24/2007 04/24/2016 Common Stock 97,658
 Stock
 Option

Reporting Owners

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

Signatures

/s/ Hope M.
 Elliott, POA 03/21/2014

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan effective May 30, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.