

FIRST FINANCIAL BANCORP /OH/

Form 8-K

November 29, 2005

**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: November 22, 2005**  
**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 1.01. Entry Into a Material Definitive Agreement.**

On November 22, 2005 the Board of Directors of First Financial Bancorp. (the Company ) approved certain changes to the Company s compensation program for non-employee members of the Board of Directors. The changes will be effective January 1, 2006, while certain changes in stock awards will be subject to shareholder approval at the Company s next annual meeting of shareholders. A summary describing the elements of such compensation is attached as Exhibit 10.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

10.1 Summary of Compensation Payable to Non-Employee Directors

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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: November 29, 2005