

FIRST FINANCIAL BANCORP /OH/  
Form 4/A  
June 29, 2006

**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 \*  
**IMMELT MARK W**

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)  
**371 HEATHWOOD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/24/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP-Wealth Resource Group**

**HAMILTON, OH 45013**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/01/2006**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/29/2006		J <sup>(1)</sup>		128.8311	A	\$ 0
Common Stock							34,405.8311
Common Stock							2,642.4139
Common Stock	06/29/2006		J <sup>(2)</sup>		3,900	D	\$ 0
							9,025

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

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SEC 1474 (9-02)

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
1997 (ISO) Stock Option	\$ 11.1342					01/28/1997	01/28/2007	Common Stock	1,640
1998 (ISO) Stock Option	\$ 19.087					01/27/1998	01/27/2008	Common Stock	5,238
1998 (NQ) Stock Option	\$ 19.087					01/27/1998	01/27/2008	Common Stock	7,468
1999 (ISO) Stock Option	\$ 19.1017					01/25/1999	01/25/2009	Common Stock	4,201
1999 (NQ) Stock Option	\$ 19.1017					01/25/1999	01/25/2009	Common Stock	13,124
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	28,116
	\$ 16.0124					01/22/2002	01/22/2011		6,244

2001 (ISO) Stock Option								Common Stock		
2001 (NQ) Stock Option	\$ 16.0124				01/22/2002	01/22/2011		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	
2005 (NQ) Sock Option	\$ 17.51				04/18/2006	04/18/2015		Common Stock	16,089	
2006 (ISO) Stock Option	\$ 16.02	04/24/2006		<u>A<sup>(2)</sup></u>	0	04/24/2007	04/24/2016	Common Stock	0	\$ 1
2006 (NQ) Stock Option	\$ 16.02	04/24/2006		<u>A<sup>(2)</sup></u>	0	04/24/2007	04/24/2016	Common Stock	0	\$ 1
2005 (ISO) Stock Option	\$ 17.51				04/18/2006	04/18/2015		Common Stock	5,711	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IMMELT MARK W 371 HEATHWOOD HAMILTON, OH 45013			EVP-Wealth Resource Group	

## Signatures

Terri J. Ziepfel                      06/29/2006

\_\_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).
- (2)           Reversal of option and/or award granted 04/24/06 due to announcement of retirement as of 12/31/06.
- (1)           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. 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.