

HOCKEMEYER REX A
 Form 4
 January 18, 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Officer

(Last) (First) (Middle)
8366 MEADOWLARK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

WEST CHESTER, OH 45069

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	01/17/2005		J(1)	1,106 (1) A \$ 0	9,320	D	
Common Stock	01/17/2005		J(2)	1,773 D \$ 0	7,547	D	
Common Stock					1,019.5135	I	401K
Common Stock					16,300	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 Option	\$ 22.565					01/25/2000	01/25/2009	Common Stock	1,155
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	7,798
2001 (ISO) Stock Option	\$ 16.0124					01/22/2002	01/22/2011	Common Stock	6,244
2001	\$ 16.0124					01/22/2002	01/22/2011	Common	1,631

(NQ) Stock Option					Stock	
2002 (ISO) Stock Option	\$ 17.2		01/17/2003	01/17/2012	Common Stock	5,000
2003 (ISO) Stock Option	\$ 16.58		01/22/2004	01/22/2013	Common Stock	5,000
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 01/18/2005

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

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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