

FIRST FINANCIAL BANCORP /OH/
Form 4
March 06, 2017

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 *
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)
03/03/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/03/2017 | | A | | 755 ⁽¹⁾ | A | \$ 0 |
| | | | | | 46,756 ⁽²⁾ | I | Restricted-P |
| Common Stock | 03/03/2017 | | D | | 7,761 ⁽³⁾ | D | \$ 27.85 |
| | | | | | 38,846 | I | Restricted |
| Common Stock | 03/03/2017 | | A | | 5,081 ⁽⁴⁾ | A | \$ 27.85 |
| | | | | | 262,468 | D | |
| Common Stock | 03/03/2017 | | D | | 24,032 ⁽⁵⁾ | D | \$ 27.85 |
| | | | | | 46,001 | I | Restricted-P |
| Common Stock | 03/03/2017 | | A | | 14,397 ⁽⁶⁾ | A | \$ 27.85 |
| | | | | | 276,865 | D | |

Common Stock 580.1709 I 401-k

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | | CEO | |

Signatures

/s/ Billie L. Meents, POA 03/06/2017

**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) Award of Restricted Performance Shares pursuant to FFBC incentive plan.
 - (2) Updated share amount to additionally reflect Restricted Performance Shares that lapsed.

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- (3) Vesting of Restricted Stock Award.
- (4) Vesting of Restricted Stock Award less shares used for taxes.
- (5) Vesting of Performance-Based Restricted Stock Award.
- (6) Vesting of Performance-Based Restricted Stock Award less shares withheld for taxes.

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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