

Woods Karen B
Form 4
April 03, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Woods Karen B

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 EAST 5TH STREET, SUITE
2900

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
General Counsel

(Street)
CINCINNATI, OH 45202

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	04/01/2018		A	14,828	A <u>11</u> 14,828	D	
Common Stock	04/01/2018		A	622	A <u>11</u> 622	I	By 401k
Common Stock	04/02/2018		A	3,224	A \$ 0 3,224	I	Restricted
Common Stock	04/02/2018		A	1,075	A \$ 0 1,075	I	Restricted-P

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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woods Karen B 255 EAST 5TH STREET, SUITE 2900 CINCINNATI, OH 45202			General Counsel	

Signatures

/s/ Billie L.
Meents, POA 04/03/2018

 **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).

- Received pursuant to the merger agreement between First Financial Bancorp. ("First Financial") and MainSource Financial Group, Inc. ("MainSource"), dated July 25, 2017 (the "Merger Agreement"), pursuant to which MainSource was merged with and into First Financial on April 1, 2018 (the "Effective Time"). Pursuant to the Merger Agreement, as of the Effective Time, (i) each issued and outstanding share of MainSource's common stock converted into the right to receive 1.3875 shares of First Financial common stock and cash in lieu of fractional shares (the "Merger Consideration"), and (ii) each outstanding restricted share and each outstanding performance share unit fully vested and was cancelled and converted automatically into the right to receive the Merger Consideration in respect of each share of MainSource's common stock underlying such award, less applicable tax withholdings. On the trading day immediately preceding Effective Date, the closing price of MainSource's common stock was \$40.65 per share and the closing price of First Financial's common stock was \$29.35 per share.

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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