

MORTENSEN PETER
Form 4
October 29, 2004

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 *
MORTENSEN PETER

(Last) (First) (Middle)
426 ROBERTSON ROAD
(Street)
HERMITAGE, PA 16148
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FNB CORP/FL/ [FNB]

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

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	10/28/2004		M		32,500	A	\$ 10.62
Common Stock	10/28/2004		S		32,500	D	\$ 20.65
Common Stock							1,000 ⁽¹⁾
Common Stock							80,241.661
Common Stock							425.985
						I ⁽²⁾	By Wife

Common
Stock

26,146.022 I

By Trust
(Deferred
Plan)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (Granted 01/18/1998)	\$ 13.78					(3) 01/18/2008	Common Stock 5
Stock Options (Granted 01/24/1999)	\$ 10.62	10/28/2004		M	32,500	(3) 01/24/2009	Common Stock 30
Stock Options (Granted 04/29/1999)	\$ 10					04/30/2000 04/29/2009	Common Stock 4
Stock Options (Granted 01/23/2000)	\$ 10.21					(3) 01/23/2010	Common Stock 95
Stock Options (Granted 01/23/2000)	\$ 10.21					01/24/2001 01/23/2010	Common Stock 1
Stock Options (Granted 01/22/2001)	\$ 10.44					(3) 01/22/2011	Common Stock 93

Stock Options (Granted 01/22/2001)	\$ 10.44	01/23/2002	01/22/2011	Common Stock	1
Stock Options (Granted 01/20/2002)	\$ 12.94	(3)	01/20/2012	Common Stock	16
Stock Options (Granted 01/20/2002)	\$ 12.94	01/21/2003	01/20/2012	Common Stock	1
Stock Options (Granted 01/20/2003)	\$ 13.75	01/21/2004	01/20/2013	Common Stock	2
Common Stock Equivalent (5)	\$ 18.8	(6)	(7)	Common Stock	14,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORTENSEN PETER 426 ROBERTSON ROAD HERMITAGE, PA 16148	X		Chairman	

Signatures

/s/ Peter
Mortensen

10/29/2004

**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 stock pursuant to the F.N.B. Corporation 2001 Incentive Plan.
- (2) Beneficial ownership of these shares are disclaimed.
- (3) Options are fully vested and are available for immediate exercise.
- (4) Not applicable; stock option exercise.
- (5) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (6) Upon entitlement to amounts under exempt 401(k) Plan.

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- (7) Not applicable; represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.

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.