

FNB CORP/FL/
Form 4
February 08, 2007

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 *
ROBERTS GARY

(Last) (First) (Middle)

1139 WISHART PLACE

(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)
02/06/2007

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)

President & CEO FNB of PA

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 ⁽¹⁾					8,482.317	D	
Common Stock ⁽¹⁾					8,327.6543	D	
Common Stock ⁽¹⁾					10,568.1735	D	
Common Stock					9,007.9837	I	By Trust (401k Plan)
Common Stock ⁽²⁾					2,232.5733	I	By Trust (401k)

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Plan)

Common Stock	02/06/2007	M	3,769	A	\$ 13.78	3,769	D
Common Stock	02/06/2007	S	3,769	D	\$ 17.9	0	D
Common Stock	02/07/2007	M	7,473	A	\$ 13.78	7,473	D
Common Stock	02/07/2007	M	16,927	A	\$ 10.62	24,400	D
Common Stock	02/07/2007	S	24,400	D	\$ 17.9	0	D

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 01/24/1999)	\$ 10.62	02/07/2007		M	16,927	(3)	01/24/2009	Common Stock	2,25
Stock Options (Granted 01/23/2000)	\$ 10.21					(3)	01/23/2010	Common Stock	21,04
Stock Options (Granted 01/22/2001)	\$ 10.44					(3)	01/22/2011	Common Stock	21,55
Stock Options (Granted	\$ 12.94					(3)	01/20/2012	Common Stock	12,84

01/20/2002)

Stock

Options (Granted 01/20/2003)	\$ 13.75				(3)	01/20/2013	Common Stock	20,8
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Common
Stock
Equivelant

\$ 18.44				(5)	(6)	Common Stock	970.3
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Stock

Options (Granted 1/18/1998)	\$ 13.78	02/06/2007	M	3,769	(3)	01/18/2008	Common Stock	7,47
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Stock

Options (Granted 1/18/1998)	\$ 13.78	02/07/2007	M	7,473	(3)	01/18/2008	Common Stock	0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS GARY 1139 WISHART PLACE HERMITAGE, PA 16148			President & CEO FNB of PA	

Signatures

/s/Gary J. Roberts 02/08/2007

**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. Vests 50% on third anniversary of grant date and 50% to vest on the fourth anniversary of the grant date, with the second 50% being subject to the satisfaction of certain performance criteria.
- (2) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (3) Options are fully vested and are available for immediate exercise.
- (4) Not applicable; stock option exercise.
- (5) Upon entitlement to amounts under exempt 401(k) Plan.
- (6) 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.

Remarks:

Stock Option exercise and share sale.

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