

ORIE JAMES
Form 5
February 14, 2008

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ORIE JAMES

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

138 COLLEGE AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

BEAVER, PA 15009

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

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|--|--|---|
| Common Stock | | | | | | | 11,949.2667 (1) | D | |
| Common Stock | 01/15/2007 | | A | 226.2121 | A | \$ 17.1912 | 1,588.2719 (2) | I | By Trust (401k Plan) Employee |
| Common Stock | 01/15/2007 | | A | 334.7665 | A | \$ (3) | 713.2609 (4) | I | By Trust (401k Plan) Employer |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | Â | Â | Â | Â Â | Â (5) 01/20/2012 | Common Stock 5,366 |
| Stock Options (Granted 01/20/2003) | \$ 13.75 | Â | Â | Â | Â Â | Â (5) 01/20/2013 | Common Stock 5,270 |
| Stock Options (Granted 01/22/2001) | \$ 10.44 | Â | Â | Â | Â Â | Â (5) 01/22/2011 | Common Stock 9,051 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | Â | Â | Â | Â Â | Â (5) 01/23/2010 | Common Stock 8,807 |
| Stock Options (Granted 01/24/1999) | \$ 10.62 | Â | Â | Â | Â Â | Â (5) 01/24/2009 | Common Stock 8,183 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ORIE JAMES | Â | Â | Â Chief Legal Officer | Â |

138 COLLEGE AVENUE
BEAVER, PA 15009

Signatures

/s/James G. Orië

02/14/2008

__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) Includes 602.3069 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Includes 74.0286 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (4) Includes 108.736 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Options are fully vested and are available for immediate exercise.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.