

GUERRIERI GARY L
 Form 5
 February 12, 2009

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 *
 GUERRIERI GARY L
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

163 DODD DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

(Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive Vice President

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

6. Individual or Joint/Group Reporting (check applicable line)

WASHINGTON, PA 15301-9528

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 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)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	18,043.546 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	450.114 (2)	I	By Child
Common Stock	06/13/2008(3)	Â	A	112.3834	A	\$ 12.5539	9,227.306 (4)	I	By Trust (401k Plan)

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

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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 Number Shares
Stock Options (Granted 01/05/2000)	\$ 10.4	Â	Â	Â	Â Â	Â (5) 01/05/2010	Common Stock 2,887.
Stock Options (Granted 12/29/2000)	\$ 9.05	Â	Â	Â	Â Â	Â (5) 12/29/2010	Common Stock 4,812.
Stock Options (Granted 01/20/2002)	\$ 12.94	Â	Â	Â	Â Â	01/21/2003 01/20/2012	Common Stock 6,61
Stock Options (Granted 01/20/2003)	\$ 13.75	Â	Â	Â	Â Â	01/21/2004 01/20/2013	Common Stock 6,22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUERRIERI GARY L 163 DODD DRIVE WASHINGTON, PA 15301-9528	Â	Â	Â Executive Vice President	Â

Signatures

/s/Gary L. Guerrieri 02/12/2009

**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 405.4703 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Includes 16.5096 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2008.
- (4) Includes 342.3245 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.