

FNB CORP/FL/  
Form 4  
January 21, 2015

# 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 \*  
RUBRITZ TIMOTHY G

(Last) (First) (Middle)

ONE F.N.B. BLVD

(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)  
01/16/2015

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)

Corporate Controller

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 Ownership (Instr. 4) |                  |   |                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------|---|----------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |                  |   |                      |
| Common Stock                    | 11/17/2014                           |  | A                              |   | 1,526.772<br>(1)  | A  | \$ 12.7134                                 | 7,937.9688 (2)   | I | By Trust (401k Plan) |
| Common Stock                    | 01/16/2015                           |  | F                              |   | 725.9009  | D  | \$ 11.91                                   | 133,097.5058 (3) | D |                      |
| Common Stock                    |                                      |  |                                |   |   |  |  | 9,000            | I | By IRA               |
| Common Stock                    |                                      |  |                                |   |   |  |  | 5,908            | I | Custodian for Child  |

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) | 8. P... Der... Sec... (Ins... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 13.4  |                                      |  |                                |   | 03/31/2017   | 03/31/2017  | Common Stock                  | 1,589                      |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| RUBRITZ TIMOTHY G<br>ONE F.N.B. BLVD<br>HERMITAGE, PA 16148 |               |           | Corporate Controller |       |

## Signatures

/s/Timothy G.  
Rubritz  
01/21/2015

\*\*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) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2014.
- (2) Includes 277.9155 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan during FYE 2014.
- (3) Includes 579.0826 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan during FYE 2014.

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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