

ROBERTS GARY
Form 4
February 09, 2006

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1139 WISHART PLACE

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2005

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

President & CEO FNB of PA

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HERMITAGE, PA 16148

(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 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 (D) Price | | | |
| Common Stock | | | | | 45.6325 ⁽¹⁾ | D | |
| Common Stock | | | | | 11.5651 ⁽²⁾ | D | |
| Common Stock ⁽³⁾ | | | | | 9,872.6922 ⁽⁴⁾ | D | |
| Common Stock ⁽³⁾ | | | | | 7,879.9347 ⁽⁵⁾ | D | |
| Common Stock | 01/14/2005 ⁽⁶⁾ | | A | V 640.5587 A \$ 19.0067 ⁽⁷⁾ | 9,007.9837 ⁽⁷⁾ | I | By Trust (401k Plan) |

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| | | | | | | | | | |
|----------------------------|-----------------------|---|---|----------|---|------------|--------------------------|---|----------------------------|
| Common Stock <u>(8)</u> | 01/14/2005 <u>(6)</u> | A | V | 313.2538 | A | <u>(8)</u> | 2,232,5733 <u>(9)</u> | I | By Trust (401k Plan) |
| Common Stock <u>(3)</u> | | | | | | | 10,000 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 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) | Amount or Number of Shares | |
|---|---|---|---|---------------------------|---|--|---|----------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Granted 01/18/1998) | \$ 13.78 | | | | | <u>(10)</u> | 01/18/2008 | Common Stock | 11,242 |
| Stock Options (Granted 01/24/1999) | \$ 10.62 | | | | | <u>(10)</u> | 01/24/2009 | Common Stock | 19,178 |
| Stock Options (Granted 01/22/2000) | \$ 10.21 | | | | | <u>(10)</u> | 01/23/2010 | Common Stock | 21,049 |
| Stock Options (Granted 01/20/2001) | \$ 10.44 | | | | | <u>(10)</u> | 01/22/2011 | Common Stock | 21,556 |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | | | | | <u>(10)</u> | 01/20/2012 | Common Stock | 12,846 |

| | | | | | |
|--|-----------|------|------------|-----------------|------------------|
| Stock Options (Granted 01/20/2003) | \$ 13.75 | (10) | 01/20/2013 | Common Stock | 20,875 |
| Common Stock Equivalent (11) | \$ 17.365 | (12) | (13) | Common Stock | 918.1514 (14) |

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

02/09/2006

__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 2.2004 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Includes .5571 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) 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.
- (4) Includes 476.0104 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 379.9347 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Transaction under exempt 401(k) Plan during 2005.
- (7) Includes 336.968281 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (8) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (9) Includes 96.7024 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (10) Options are fully vested and are available for immediate exercise.
- (11) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (12) Upon entitlement to amounts under exempt 401(k) Plan.
- (13) 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.
- (14) Includes 44.269 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Remarks:

Statement of 2005 holdings.

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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