

FNB CORP/FL/  
Form 4  
April 17, 2008

**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 \*  
**SHEETZ STANTON R**

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)  
**5700 6TH AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/15/2008**

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

**ALTOONA, PA 16601**

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/15/2008		A		334	A	\$ 14.96
Common Stock					4,305	D	
Common Stock					11,070	I	By IRA
Common Stock					1,011	I	By Keogh

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 (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. Price of Derivative Security (Instr. 5)
Stock Options	\$ 18.86					(1) 05/01/2008	Common Stock 1,011	
Stock Options	\$ 17.56					(1) 05/01/2009	Common Stock 1,011	
Stock Options	\$ 12.37					(1) 05/01/2010	Common Stock 1,011	
Stock Options	\$ 14.67					(1) 05/01/2011	Common Stock 1,011	
Stock Options	\$ 16.24					(1) 05/01/2012	Common Stock 1,011	
Stock Options	\$ 17.24					(1) 05/01/2013	Common Stock 1,011	
Stock Options	\$ 16.64					(1) 05/01/2014	Common Stock 1,011	
Stock Options	\$ 14.74					(1) 12/19/2015	Common Stock 1,011	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEETZ STANTON R 5700 6TH AVENUE ALTOONA, PA 16601	X			

## Signatures

/s/Stanton R. Sheetz 04/17/2008

\_\_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) 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 is insufficient, *see* Instruction 6 for procedure.  
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