

ORIE JAMES  
Form 4  
February 10, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**ORIE JAMES**

(Last) (First) (Middle)  
138 COLLEGE AVENUE  
(Street)  
BEAVER, PA 15009  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/14/2011

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)  
Chief Legal Officer

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  | (A) or (D)   | Price                                      |
| Common Stock                    |                                      |  |                                |   | 13,459.9273<br>(1)  | D  |  |
| Common Stock                    | 01/14/2011                           |  | A                              | V   | 1,615.5286<br>(2)   | A  | \$ 10.4647<br>(3)                          |
|                                 |                                      |  |                                |   | 6,699.9539<br>(3)   | I  | By Trust (401k Plan)                       |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Granted 01/20/2002)         | \$ 12.94   |                                      |  |                                | (4)   | 01/20/2012   | Common Stock  | 5,366                         |
| Stock Options (Granted 01/20/2003)         | \$ 13.75   |                                      |  |                                | (4)   | 01/20/2013   | Common Stock  | 5,270                         |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| ORIE JAMES<br>138 COLLEGE AVENUE<br>BEAVER, PA 15009 |               |           | Chief Legal Officer |       |

## Signatures

/s/James G. Orié                      02/10/2012  
 \*\*Signature of                      Date  
 Reporting Person

## 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 155,382 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2011.
- (3) Includes 138,174 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Options are fully vested and are available for immediate exercise.

**Remarks:**

FINAL filing as of August 2011

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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