

FNB CORP/FL/
Form 4/A
February 10, 2016

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)
01/21/2015

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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | 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 | 1,634.9292 ⁽⁴⁾ |

Reporting Owners

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

Signatures

/s/Timothy G.
Rubritz

02/10/2016

**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.
- (4) Includes 45.9292 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan during FYE 2014.

Remarks:

This is an amended Form 4 due to previously not reporting DRP Equivalents on the Restricted Stock Units 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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