

FNB CORP/PA/  
Form 5  
February 01, 2017

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**DELIE VINCENT J JR**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**ONE F.N.B. BOULEVARD**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2016**

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**HERMITAGE, PA 16148**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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) | (A) or (D) | Price    | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| Common Stock                                      | Â                                    | Â  | Â                              | Â   | Â          | Â        | 181,224.8728<br>(1)  | D  | Â   |
| Common Stock                                      | 03/01/2016                           | Â  | A                              | 3,269.965<br>(2)  | A          | \$ 12.23 | 38,263.9159<br>(3)   | I  | By Trust (401k Plan)                                  |
| Depository Shares Representing Series E Preferred | Â                                    | Â  | Â                              | Â   | Â          | Â        | 1,000  | D  | Â   |

Stock

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.**

SEC 2270  
(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) |                 |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|-----------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |                 |
| Restricted Stock Units                     | \$ 13.4  | Â                                    | Â  | Â                              | Â   | Â   | 03/31/2017   | 03/31/2017      | Common Stock  | 20,958.0<br>(4) |
| Restricted Stock Units                     | \$ 13.14   | Â                                    | Â  | Â                              | Â   | Â   | 03/31/2018   | 03/31/2018      | Common Stock  | 26,758.4<br>(5) |
| Restricted Stock Units                     | \$ 13.01   | Â                                    | Â  | Â                              | Â   | Â   | 03/31/2019   | 03/31/2019      | Common Stock  | 59,507          |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| DELIE VINCENT J JR<br>ONE F.N.B. BOULEVARD<br>HERMITAGE, PA 16148 | Â X           | Â         | Â CEO and President | Â     |

## Signatures

/s/Vincent J.  
Delie, Jr. 02/01/2017

\*\*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 6171.3342 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 2016.
- (3) Includes 1,321.6957 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Includes 738.0000 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 942.0000 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Includes 1565.0000 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.