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FNB CORP/FL/  
Form 11-K  
June 28, 2002

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

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND  
SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

A. Full title of the plan and the address of the plan, if different from that of  
the issuer named below:

F.N.B. Corporation Salary Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of  
its principal executive office:

F.N.B. Corporation  
2150 Goodlette Road North  
Naples, Florida 34102

F.N.B. Corporation Salary Savings Plan

Audited Financial Statements and Supplemental Schedules

As of December 31, 2001 and 2000 and for the year ended December 31, 2001

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Report of Independent Auditors

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F.N.B. Corporation Salary Savings Plan  
Naples, Florida

We have audited the accompanying statements of net assets available for benefits of F.N.B. Corporation Salary Savings Plan as of December 31, 2001 and 2000 and the related statement of changes in net assets available for benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2001 and 2000, and the changes in its net assets available for benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2001 and reportable transactions for the year then ended, are presented for purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Birmingham, Alabama  
June 7, 2002

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## F.N.B. Corporation Salary Savings Plan

### Statements of Net Assets Available for Benefits

|                                      | DECEMBER 31  |              |
|--------------------------------------|--------------|--------------|
|                                      | 2001         | 2000         |
|                                      | ----         | ----         |
| Assets                               |              |              |
| Investments at fair value:           |              |              |
| Guaranteed interest accounts         | \$ 1,344,877 | \$ 1,353,034 |
| Interest in pooled separate accounts | 9,553,516    | 8,376,452    |

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|                                   |              |              |
|-----------------------------------|--------------|--------------|
| F.N.B. Corporation common stock   | 6,995,058    | 3,902,017    |
| Participant loans                 | 527,585      | 554,240      |
| Employer contribution receivable  | --           | 287,894      |
|                                   | -----        | -----        |
| Net assets available for benefits | \$18,421,036 | \$14,473,637 |
|                                   | =====        | =====        |

See accompanying notes.

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F.N.B. Corporation Salary Savings Plan

Statement of Changes in Net Assets Available for Benefits

|   | YEAR ENDED<br>DECEMBER 31<br>2001<br>---- |
|---|---|
| Additions                                     |   |
| Investment income:                            |   |
| Interest                                      | \$ 119,467                                |
| Dividends                                     | 399,357                                   |
| Demutualization Compensation                  | 387,964                                   |
|   | -----                                     |
|   | 906,788                                   |
| Contributions:                                |   |
| Participant                                   | 2,002,510                                 |
| Employer                                      | 2,217,967                                 |
|   | -----                                     |
|   | 4,220,477                                 |
| Total additions                               | 5,127,265                                 |
| Deductions                                    |   |
| Benefits paid to participants                 | 1,459,714                                 |
| Administrative expenses                       | 28,700                                    |
|   | -----                                     |
| Total deductions                              | 1,488,414                                 |
| Net appreciation in fair value of investments | 308,548                                   |
|   | -----                                     |
| Net increase                                  | 3,947,399                                 |
| Net assets available for benefits:            |   |
| Beginning of year                             | 14,473,637                                |
|   | -----                                     |
| End of year                                   | \$18,421,036                              |
|   | =====                                     |

See accompanying notes.

F.N.B. Corporation Salary Savings Plan

Notes to Financial Statements

December 31, 2001

1. DESCRIPTION OF THE PLAN

The following description of the F.N.B. Corporation Salary Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution 401(k) plan, substantially covering all salaried employees of the following subsidiaries of F.N.B. Corporation (the "Corporation"): First National Bank of Florida; The Customer Service Center of F.N.B., LLC FL Division; and F.N.B. Affiliate Services. During the first quarter of 2001, the Corporation completed a consolidation charter plan which reduced the number of bank charters from eight to three. Under the plan, the Corporation's five Florida banks were merged under the First National Bank of Florida. Employees who have completed 90 days of service and are age twenty-one or older are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Under the Plan, participants may make voluntary pretax contributions to their accounts of up to 15% of annual base compensation. The Corporation, at its discretion, matches 50% of the first 6% of the participants' annual base compensation. The Corporation, at its discretion, may also make a fixed nonelective contribution equal to 5% of the compensation of all eligible participants and may from time to time contribute to the Plan such additional amounts, as detailed in the Plan agreement.

Participants' savings contributions and employer matching contributions are designated under a qualified deferred arrangement as allowed by Sections 401(k) and 401(m) of the Internal Revenue Code.

Participants may direct employee contributions into any of the several investment options maintained by Principal Financial Group, Inc. ("Principal"). Principal is the custodian of all the Plan's assets.

F.N.B. Corporation Salary Savings Plan

Notes to Financial Statements (continued)

1. DESCRIPTION OF THE PLAN (CONTINUED)

CONTRIBUTIONS (CONTINUED)

The employer's discretionary contributions are used to purchase the Corporation's common stock. Participants who have attained age 59 1/2 are permitted to direct the trustee to invest the Corporation's discretionary portion of their account into any other investment that may be permitted under

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the Plan.

### PARTICIPANT ACCOUNTS

The participants' accounts are credited with their voluntary contribution, the employer's matching contribution and an allocation of the Plan's net earnings as defined by the Plan.

### PARTICIPANT LOANS

Participants may borrow from their fund accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions.

### VESTING

Participants are immediately vested in their voluntary contribution plus actual earnings thereon. Participants are 100% vested in the employer's contribution and actual earnings thereon after five years of service (see vesting schedule below):

#### VESTING SCHEDULE

| YEARS OF SERVICE<br>----- | PERCENTAGE<br>----- |
|---------------------------|---------------------|
| 1                         | 20%                 |
| 2                         | 40%                 |
| 3                         | 60%                 |
| 4                         | 80%                 |
| 5                         | 100%                |

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#### F.N.B. Corporation Salary Savings Plan

#### Notes to Financial Statements (continued)

#### 1. DESCRIPTION OF THE PLAN (CONTINUED)

##### FORFEITURES

Upon termination of a participant, the employer's contributions to which the participant is not vested is segregated into a separate account and is used to reduce the Plan's administrative expenses. Any remaining balance is distributed among the participant's accounts. For the year ended December 31, 2001, forfeitures totaled \$74,600 and were used to reduce plan expenses.

##### PAYMENT OF BENEFITS

Upon termination of service, a participant with a vested account balance of less than \$5,000 will receive a lump-sum equal to the vested value of the participant's account. A participant who terminates service with a vested

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account balance of greater than \$5,000 has two options: the participant may leave the account under the Plan or the participant may request a lump-sum distribution of the vested account balance. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. The Plan also permits distributions in the event of the participant's permanent disability, death, or attainment of normal retirement age as defined by the Plan.

### ADMINISTRATIVE EXPENSES

All administrative expenses of the Plan, except for investment fees, are paid by the Corporation. Such expenses have historically been comprised of fees of audit, custody and recordkeeping services and have been immaterial in relation to the Corporation and the Plan.

### PLAN TERMINATION

Although it has not expressed any intent to do so, the Corporation has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the participants will become 100% vested in their accounts.

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## F.N.B. Corporation Salary Savings Plan

### Notes to Financial Statements (continued)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### BASIS OF PRESENTATION

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

### INVESTMENT VALUATION

The Principal pooled separate accounts investments are valued using accumulation units and are stated at fair value. The dividends, interest, and realized and unrealized gains for the underlying funds are factored into the value of the separate account funds. The dollar value per unit of participation is determined by dividing the total value of the separate account by the total number of units of participation held in the separate account. Investments in shares of registered investment companies and common/collective trusts are stated at their net asset value, based on the quoted market prices of the securities held in such funds. The Corporation's common stock is traded on the Nasdaq Stock Market under the trading symbol "FBAN" and is valued using the closing price on the last day of the Plan year. The participant loans are valued at their outstanding balances, which approximate fair value.

### DEMUTUALIZATION

On March 31, 2001, the Board of Directors of Principal Mutual Holding Company adopted a plan for converting Principal Mutual Holding Company from a mutual insurance holding company to a stock company. The plan was approved by policy and contract holders on July 24, 2001 and by the Iowa Insurance Commissioner on August 28, 2001. The demutualization became effective upon the closing of the initial public offering of Principal Financial Group, Inc. on October 26, 2001.

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In demutualization, membership interests of eligible policy and contract holders are exchanged for compensation, which may be in the form of stock, cash or policy/contract enhancements. The compensation was distributed over a five-day period beginning on December 10, 2001.

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### F.N.B. Corporation Salary Savings Plan

#### Notes to Financial Statements (continued)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

##### RECLASSIFICATION

Certain amounts in the 2000 financial statements have been reclassified to reflect the 2001 presentation.

#### 3. INVESTMENTS

The fair values of individual investments that represent 5% or more of the Plan's net assets are as follows:

|  | DECEMBER 31 |             |
|--|-------------|-------------|
|  | 2001        | 2000        |
|  | ----        | ----        |
| Principal Financial Group, Inc.:           |             |             |
| Guaranteed Interest Account                | \$1,344,877 | \$1,353,034 |
| Money Market Separate Account              | 1,297,760   | 867,807     |
| Large Capital Stock Index Separate Account | 2,196,506   | 2,284,762   |
| Large Company Blend Separate Account       | --          | 794,298     |
| F.N.B. Corporation common stock*           | 6,615,203   | 3,804,083   |

\* Non-participant directed investment

During 2001, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

|                                 |              |
|---------------------------------|--------------|
| Pooled separate accounts        | \$ (667,180) |
| F.N.B. Corporation common stock | 975,728      |
|                                 | -----        |
|                                 | \$ 308,548   |
|                                 | =====        |

F.N.B. Corporation Salary Savings Plan

Notes to Financial Statements (continued)

4. NONPARTICIPANT-DIRECTED INVESTMENT

Information about the net assets and the significant components of the changes in net assets relating to investments in F.N.B. Corporation common stock is as follows:

|                                      | DECEMBER 31 |             |
|--------------------------------------|-------------|-------------|
|                                      | 2001        | 2000        |
|                                      | ----        | ----        |
| Investments at fair value:           |             |             |
| F.N.B. Corporation Common Stock Fund | \$6,615,203 | \$3,804,083 |

|  | YEAR ENDED<br>DECEMBER 31<br>2001<br>---- |
|--|---|
| Changes in net assets:                         |   |
| Employer contributions                         | \$ 1,879,490                              |
| Net appreciation in fair value of investments  | 936,844                                   |
| Dividends                                      | 380,655                                   |
| Distributions to participants or beneficiaries | (330,834)                                 |
| Transfers to participant-directed investments  | (55,035)                                  |
|  | -----                                     |
|  | \$ 2,811,120                              |
|  | =====                                     |

5. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated February 26, 1999, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

F.N.B. Corporation Salary Savings Plan

Notes to Financial Statements (continued)



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6. RECONCILIATION OF FINANCIAL STATEMENTS AND FORM 5500

|   | YEAR ENDED<br>DECEMBER 31<br>2001<br>---- |
|---|---|
| Total deductions per the audited financial statements   | \$1,488,414                               |
| Less: Distributions resulting from the outstanding loan<br>balance of terminated participants | 28,369<br>-----                           |
| Total expenses per the Form 5500  | \$1,460,045<br>=====                      |

7. SUBSEQUENT EVENTS

On January 31, 2002, the Corporation completed its affiliation with Central Bank Shares, Inc. ("Central"). Central's banking affiliate, Bank of Central Florida, was merged into First National Bank of Florida. On March 20, 2002, the net assets of the Bank of Central Florida Salary Savings Plan were transferred into the Plan.

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SUPPLEMENTAL SCHEDULE

F.N.B. Corporation Salary Savings Plan  
Plan Number: 001  
Employer Identification Number: 63-1201350

Schedule H, Line 4i  
Schedule of Assets (Held at End of Year)

December 31, 2001

| (a)  | (b) IDENTITY OF ISSUE,<br>BORROWER, LESSOR, OR<br>SIMILAR PARTY | (c) DESCRIPTION OF INVESTMENT<br>INCLUDING MATURITY DATE, RATE OF<br>INTEREST, COLLATERAL, PAR OR<br>MATURITY VALUE | (d) COST |
|------|---|---|----------|
| ---- | -----   | -----   | -----    |
| *    | Principal Financial<br>Group, Inc.                              | Guaranteed Interest Account   | **       |
| *    | Principal Financial<br>Group, Inc.                              | Money Market Separate Account   | **       |
|      |   | Bond and Mortgage Separate Account  | **       |
|      |   | Government Securities Separate<br>Account   | **       |
|      |   | High Quality Interim-Term Bond<br>Separate Account  | **       |
|      |   | High Quality Long-Term Bond<br>Separate Account   | **       |

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|   |    |
|---|----|
| American Century Income and Growth Separate Account | ** |
| Bond Emphasis Balanced Separate Account             | ** |
| Large Capital Stock Index Separate Account          | ** |
| Large Company Blend Separate Account                | ** |
| Medium Company Value Separate Account               | ** |
| Real Estate Separate Account                        | ** |
| Stock Emphasis Balanced Separate Account            | ** |
| Total Market Stock Index Separate Account           | ** |
| INVESCO Small Company Growth Separate Account       | ** |
| Medium Company Blend Separate Account               | ** |

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F.N.B. Corporation Salary Savings Plan  
 Plan Number: 001  
 Employer Identification Number: 63-1201350

Schedule H, Line 4i  
 Schedule of Assets (Held at End of Year) (continued)

| (a)<br>----- | (b) IDENTITY OF ISSUE,<br>BORROWER, LESSOR, OR<br>SIMILAR PARTY<br>----- | (c) DESCRIPTION OF INVESTMENT<br>INCLUDING MATURITY DATE, RATE OF<br>INTEREST, COLLATERAL, PAR OR<br>MATURITY VALUE<br>----- | (d) COST<br>----- |
|--------------|--|--|-------------------|
| *            | Principal Financial<br>Group, Inc. (continued)                           | Medium Company Growth Separate Account   | **                |
|              |  | Mid-Cap Stock Index Separate Account   | **                |
|              |  | Small Company Blend Separate Account   | **                |
|              |  | Small Company Value Separate Account   | **                |
|              |  | Small-Cap Stock Index Separate Account   | **                |
|              |  | Voyager Separate Account   | **                |
|              |  | International Stock Separate Account   | **                |
| *            | F.N.B. Corporation   | Common Stock - nonparticipant directed   | \$ 6,246,214      |
|              |  | Common Stock - participant directed  | **                |

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\* Participant Loans Interest rates ranging from 4.75% to 11.50% maturing through 2006 \*\*

Total Investments

\* Party-in-interest

\*\* Column (d) has not been presented as this information is not applicable.

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F.N.B. Corporation Salary Savings Plan  
 Plan Number: 001  
 Employer Identification Number: 63-1201350

Schedule H, Line 4j  
 Schedule of Reportable Transactions

December 31, 2001

| (a) IDENTITY OF PARTY INVOLVED   | (b) DESCRIPTION OF ASSET INCLUDING INTEREST RATE AND MATURITY IN CASE OF A LOAN | (c) PURCHASE PRICE | (d) SELLING PRICE | (g) COST OF ASSET |
|--|---|--------------------|-------------------|-------------------|
| Category (iii) - Series of transactions in excess of 5% of Plan assets |   |                    |                   |                   |
| F.N.B. Corporation   | Common Stock Fund   | \$ 2,361,432       | \$ --             | \$ 2,361,432      |

There were no Category (i), (ii), or (iv) reportable transactions for the year ended December 31, 2001.

Columns (e) and (f) are not presented as this information is not applicable.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 28, 2002

F.N.B. Corporation Salary Savings Plan

/s/John D. Waters

John D. Waters  
 Vice President and Chief Financial Officer