

ROBERTS GARY
Form 4
January 17, 2007

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 *
ROBERTS GARY

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)
1139 WISHART PLACE

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2007

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

President & CEO FNB of PA

(Street)

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

HERMITAGE, PA 16148

(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)	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)
				(A) or (D) Price			
Common Stock ⁽¹⁾	01/14/2007		D	1,951.3156	D \$ 18.03	8,482.317	D
Common Stock ⁽¹⁾						8,327.6543	D
Common Stock ⁽¹⁾						10,568.1735	D
Common Stock						9,007.9837	I By Trust (401k Plan)
Common Stock ⁽²⁾						2,232.5733	I By Trust (401k)

Plan)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Granted 01/18/1998)	\$ 13.78					(3) 01/18/2008		Common Stock	11,242
Stock Options (Granted 01/24/1999)	\$ 10.62					(3) 01/24/2009		Common Stock	19,178
Stock Options (Granted 01/23/2000)	\$ 10.21					(3) 01/23/2010		Common Stock	21,049
Stock Options (Granted 01/22/2001)	\$ 10.44					(3) 01/22/2011		Common Stock	21,556
Stock Options (Granted 01/20/2002)	\$ 12.94					(3) 01/20/2012		Common Stock	12,846
Stock Options (Granted 01/20/2003)	\$ 13.75					(3) 01/20/2013		Common Stock	20,875

Common Stock Equivalent	\$ 18.44	<u>(4)</u>	<u>(5)</u>	Common Stock	970.3187
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS GARY 1139 WISHART PLACE HERMITAGE, PA 16148			President & CEO FNB of PA	

Signatures

/s/Gary J.
Roberts

01/17/2007

 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) Award of stock pursuant to the F.N.B. Corporation 2001 Incentive Plan. Vests 50% on third anniversary of grant date and 50% to vest on the fourth anniversary of the grant date, with the second 50% being subject to the satisfaction of certain performance criteria.
 - (2) Represents employer matching contributions pursuant to exempt 401(k) Plan.
 - (3) Options are fully vested and are available for immediate exercise.
 - (4) Upon entitlement to amounts under exempt 401(k) Plan.
 - (5) Not applicable; represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.

Remarks:

2004 Restricted Stock award vesting.

Note: File three copies of this Form, one of which must be manually signed. If space 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.