

FNB CORP/FL/
Form 5
February 10, 2016

FORM 5

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

OMB APPROVAL

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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 *
Williams Jr John C

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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)

Executive Vice President

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Amount | 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 | 03/20/2015 | ^ | A | 1,919.669 | (1) | A | \$ 12.93 | 12,822.8186 | (2) | I | By Trust (401k Plan) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | ^ | 40,127.9042 | (3) | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | ^ | 1,633 | | I | By IRA |
| Depository Shares Representing | ^ | ^ | ^ | ^ | ^ | ^ | ^ | 2,000 | | D | ^ |

Series E
Preferred
Stock

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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|-----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Units | \$ 13.4 | Â | Â | Â | Â | Â | 03/31/2017 | 03/31/2017 | Common Stock | 7,582.3 ₍₄₎ |
| Restricted Stock Units | \$ 13.14 | Â | Â | Â | Â | Â | 03/31/2018 | 03/31/2018 | Common Stock | 1,175.71 _{(5) (6)} |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Jr John C ONE F.N.B. BLVD HERMITAGE, PA 16148 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/John C. Williams, Jr. 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 2015.

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- (2) Includes 434.3267 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Includes 1,344.0197 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Includes 265.8581 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 157.9424 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Per Mr. Williams' retirement on September 4, 2015; 7,224.2308 units were forfeited.

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Remarks:

Mr. Williams retired from First National Bank on September 4, 2015.

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.