

FNB CORP/FL/
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

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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 *
GURGOVITS STEPHEN J

(Last) (First) (Middle)
591 BUHL BOULEVARD
(Street)

SHARON, PA 16146

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2004

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)
President and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					13,313	D ⁽¹⁾	
Common Stock					5,064.1196 ₍₂₎	D	
Common Stock					10,651.6302 ₍₃₎	D	
Common Stock					8,006	I	By Wife
Common Stock					444	I	By Wife

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Common Stock						294	D			
Common Stock						16,586.5766 (4)	I	By Trust (Deferred Plan)		
Common Stock						2,280.4014 (5)	I	By Trust (401K Plan)		
Common Stock	01/15/2004(6)		A	V	189.2891	A	(7)	4,694.7847 (8)	I	By Trust (401K Plan)
Common Stock						543	D			
Common Stock (9)						27,354.7973 (10)	D			
Common Stock	01/01/2004		A	V	87.493 (11)	A	(12)	187	D	

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

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(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 01/30/1996)	\$ 7.67					(13)	01/30/2006	Common Stock	38,995
Stock Options (Granted	\$ 8.95					(13)	01/26/2007	Common Stock	34,179

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01/26/1997)						
Stock Options (Granted 01/18/1998)	\$ 13.78	<u>(13)</u>	01/18/2008	Common Stock		31,571
Stock Options (Granted 01/24/1999)	\$ 10.62	<u>(13)</u>	01/24/2009	Common Stock		77,301
Stock Options (Granted 04/29/1999)	\$ 10		04/30/2000	04/29/2009	Common Stock	403
Stock Options (Granted 01/23/2000)	\$ 10.21	<u>(14)</u>	01/23/2010	Common Stock		82,741
Stock Options (Granted 01/23/2000)	\$ 10.21		01/24/2001	01/23/2010	Common Stock	1,319
Stock Options (Granted 01/22/2001)	\$ 10.44	<u>(14)</u>	01/22/2011	Common Stock		85,036
Stock Options (Granted 01/22/2001)	\$ 10.44		01/23/2002	01/22/2011	Common Stock	1,457
Stock Options (Granted 01/20/2002)	\$ 12.94	<u>(14)</u>	01/20/2012	Common Stock		52,164
Stock Options (Granted 01/20/2002)	\$ 12.94		01/21/2003	01/20/2012	Common Stock	1,255
Stock Options (Granted 01/20/2003)	\$ 13.75	<u>(14)</u>	01/20/2013	Common Stock		51,061
Stock Options (Granted 01/20/2003)	\$ 13.75		01/21/2004	01/20/2013	Common Stock	2,166

Common Stock Equivalent (15)	\$ 20.48	(16)	(17)	Common Stock	8,608.317 (18)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GURGOVITS STEPHEN J 591 BUHL BOULEVARD SHARON, PA 16146	X		President and CEO	

Signatures

/s/ Stephen J. Gurgovits
01/20/2005

**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) Shares held jointly with spouse.
- (2) Includes 139.0326 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Includes 449.6632 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Includes 700.2106 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 96.429 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Transaction under exempt 401(k) Plan during 2004.
- (7) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (8) Includes 198.172 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (9) 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.
- (10) Includes 1154.7973 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (11) Additional Restricted Stock shares acquired as a result of the spin-off of First National Bankshares of Florida, Inc. from F.N.B. Corporation on 01/01/2004.
- (12) Not applicable; pursuant to the spin-off of First National Bankshares of Florida, Inc. from F.N.B. Corporation on 01/01/2004.
- (13) Options are fully vested and are available for immediate exercise.
- (14) Options vest over a five year period, 20% each year on the anniversary of grant date.
- (15) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (16) Upon entitlement to amounts under exempt 401(k) Plan.
- (17) 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.
- (18) Includes 362.716 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Remarks:

Statement of holdings as of 12/31/04.

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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