

MOGLE DAVID B
Form 4
January 30, 2006

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 *
MOGLE DAVID B

(Last) (First) (Middle)
3484 PHEASANT CHASE
(Street)

HERMITAGE, PA 16148

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2005

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)
Secretary

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 ⁽¹⁾					4,716.9571 <u>(2)</u>	D	
Common Stock					1,332	D	
Common Stock					1,278	D ⁽³⁾	
Common Stock					5,199.7755 <u>(4)</u>	D	
Common Stock ⁽⁵⁾	01/15/2005		A	V	319.325	A	<u>(5)</u>
					3,659.2749 <u>(6)</u>	I	By Trust (Deferred 401K Plan)

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Common Stock ⁽¹⁾	4,517.8286 <u>(7)</u>	D
Common Stock ⁽¹⁾	2,350	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 01/26/1997)	\$ 8.95					<u>(8)</u>	01/26/2007	Common Stock	6,724
Stock Options (Granted 01/18/1998)	\$ 13.78					<u>(8)</u>	01/18/2008	Common Stock	7,687
Stock Options (Granted 01/24/1999)	\$ 10.62					<u>(8)</u>	01/24/2009	Common Stock	7,972
Stock Options (Granted 01/23/2000)	\$ 10.21					<u>(8)</u>	01/23/2010	Common Stock	8,956
Stock Options (Granted 01/22/2001)	\$ 10.44					<u>(8)</u>	01/22/2011	Common Stock	9,373
	\$ 12.94					<u>(8)</u>	01/20/2012		5,677

Stock Options (Granted 01/20/2002)					Common Stock	
Stock Options (Granted 01/20/2003)	\$ 13.75	(8)	01/20/2013		Common Stock	5,726
Common Stock Equivalent (9)	\$ 17.365	(10)	(11)		Common Stock	223,7788 (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGLE DAVID B 3484 PHEASANT CHASE HERMITAGE, PA 16148			Secretary	

Signatures

/s/ David B.
Mogle

01/30/2006

__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) Includes 227.4263 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Shares held jointly with wife.
- (4) Includes 250.7079 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (6) Includes 181.2012849 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (7) Includes 217.8286 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (8) Options are fully vested and are available for immediate exercise.
- (9) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (10) Upon entitlement to amounts under exempt 401(k) Plan.
- (11) 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.

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(12) Includes 10.7897 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Remarks:

Statement of 2005 holdings.

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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