

FNB CORP/FL/
Form 4/A
January 14, 2003

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| OMB APPROVAL |
| OMB Number: 3235-0287 |
| Expires: January 31, 2005 |
| Estimated average burden hours per response...0.5 |

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

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| <p>1. Name and Address of Reporting Person*</p> <p>Wallace, Archie O.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>288 East Avenue</p> <hr/> <p><i>(Street)</i></p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>F.N.B. Corporation (FBAN)</p> <hr/> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <p>206-24-1980</p> <hr/> |
| | <p>4. Statement for Month/Day/Year</p> <hr/> | <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p>12/31/2002</p> <hr/> |
| <p>Greenville PA 16125</p> <hr/> <p><i>(City) (State) (Zip)</i></p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <hr/> | <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p> |

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|--|--|--|---|---|--|---|
|---|--|--|--|---|---|--|---|

| Code V | Amount | (A) or (D) | Price |
|--------|-----------|------------------|-------|
| COMMON | 34135.938 | (1) | D |

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) |
|---|--|---|---|-----------------------------------|--|
| | | | | Code V | (A) (D) |
| STOCK OPTIONS (GRANTED 01/24/1999) | 21.03 | (2) | | | |
| STOCK OPTIONS (GRANTED 04/29/1999) | 19.80 | (2) | | | |
| STOCK OPTIONS (GRANTED 01/23/2000) | 20.22 | (2) | | | |
| STOCK OPTIONS (GRANTED 01/22/2001) | 20.66 | (2) | | | |
| STOCK OPTIONS (GRANTED 01/20/2002) | 26.90 | 01/20/2002 | | A | 1417 |
| | 25.62 | (2) | | | |
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

| 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|---|---|
| 01/25/2000 01/24/2009 | COMMON STOCK | 1670 | 1670 | D | |
| 04/30/2000 04/29/2009 | COMMON STOCK | 408 | 408 | D | |
| 01/24/2001 01/23/2010 | COMMON STOCK | 1419 | 1419 | D | |
| 01/23/2002 01/22/2011 | COMMON STOCK | 1804 | 1804 | D | |
| 01/21/2003 01/20/2012 | COMMON STOCK | 1417 | SEE BELOW | | |
| 01/21/2003 01/20/2012 | COMMON STOCK | 1487 | 1487 | D | |
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Explanation of Responses:

(1) Includes 1589.331 shares acquired as a result of a 5% stock dividend on 05/31/2002 and 971.053 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(2) Represents change in exercise price and number of shares obtainable upon exercise due to a 5% stock dividend on 05/31/2002.

/s/ Archie O. Wallace

12/31/2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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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