

FNB CORP/FL/
Form 4
January 27, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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)

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i> Lindsay, James S. <hr/> | 2. Issuer Name and Ticker or Trading Symbol F.N.B. Corporation (FBAN) <hr/> | 3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i> 502-54-2879 <hr/> |
| 723 21st Avenue South <hr/> <p style="text-align: center;"><i>(Street)</i></p> Naples, FL 34102 <hr/> <p style="text-align: center;"><i>(City) (State) (Zip)</i></p> | 4. Statement for <i>(Month/Day/Year)</i> 01/20/2003 <hr/> | 5. If Amendment, Date of Original <i>(Month/Day/Year)</i> <hr/> |
| | 6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> <hr/> | 7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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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 Transactions(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> |
|---|--|---|--|---|--|--|---|
|---|--|---|--|---|--|--|---|

(A)
or
Code V Amount(D) Price

| | | | | | | | |
|--------|--|--|--|--|-----------------|---|-------------------------------|
| COMMON | | | | | 4779.167 | I | Custodian for J.C. Lindsay |
| COMMON | | | | | 4640.167 | I | Custodian for J.E. Lindsay |
| COMMON | | | | | 1403.000 | I | Custodian for Dorothy Lindsay |
| COMMON | | | | | 9914.000 | I | BY WIFE |
| COMMON | | | | | 4025.345 (1) | I | BY TRUST (DEFERRED PLAN) |
| COMMON | | | | | 89805.000 | D | DOR J'S LLP |
| COMMON | | | | | 37715.655 | D | |

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security <i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date <i>(Month/Day/Year)</i> | 3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 4. Transaction Code <i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | | |
|--|--|--|--|--|--|-----|-----|
| | | | | Code | V | (A) | (D) |
| STOCK OPTIONS (GRANTED 01/24/1999) | 21.03 | (2) | | | | | |

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 <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|--|---|--|--|--|--|
| Date Exercisable Expiration Date | Title Amount or Number of Shares | | | | |
| 01/25/2000 01/24/2009 | COMMON STOCK 1819 | | 1819 | D | |
| 04/30/2000 04/24/2009 | COMMON STOCK 408 | | 408 | D | |
| 01/24/2001 01/23/2010 | COMMON STOCK 1597 | | 1597 | D | |
| 01/23/2002 01/22/2011 | COMMON STOCK 1829 | | 1829 | D | |
| 01/21/2003 01/20/2012 | COMMON STOCK 1594 | | 1594 | D | |
| 01/21/2004 01/20/2013 | COMMON STOCK 2166 | | 2166 | D | |
| | | | | | |
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Explanation of Responses:

(1) Shares held in Trust and deferred under the F.N.B. Corporation Directors' Compensation Plan.

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(2) No activity since date of last report; included solely to represent current beneficial ownership.

/s/ James S. Lindsay

01/24/2003

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Page 4