

FNB CORP/FL/  
Form 4  
January 13, 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)

<b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i>  Waters, John D. <hr/>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  F.N.B. Corporation (FBAN) <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i>  108-36-4791 <hr/>
1130 Rodeo Drive <hr/> <p style="text-align: center;"><i>(Street)</i></p> Hermitage, PA 16148 <hr/> <p style="text-align: center;"><i>(City)                      (State)                      (Zip)</i></p>	<b>4. Statement for</b> <i>(Month/Day/Year)</i>  12/31/2002 <hr/>	<b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i>  <hr/>
	<b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i>  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <i>(give title below)</i>  <input type="checkbox"/> Other <i>(specify below)</i>  Vice President & Director of Investor Relations <hr/>	<b>7. Individual or Joint/Group Filing</b> <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).

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**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>
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			Code	V	Amount	(A) or (D)	Price		
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COMMON					1466.357 (1)	D			
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COMMON					5365.0000	D			
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COMMON					510.0000	D			
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COMMON	(2)		A		115.0065	A	28.3997	1511.8669	I	BY TRU (401K PLAN)
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COMMON	(2)		A		326.8247	A	(3)	1765.3693	I	BY TRU (401K PLAN)
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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 <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 01/26/1997)	17.72	(4)					

**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)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
IMMED	01/26/2007	COMMON STOCK	14666	14666	D	
(5)	01/18/2008	COMMON STOCK	10446	10446	D	
(5)	01/24/2009	COMMON STOCK	19494	19494	D	
(5)	01/23/2010	COMMON STOCK	21413	21413	D	
(5)	01/22/2011	COMMON STOCK	21971	21971	D	
(5)	01/20/2012	COMMON STOCK	12841	12841	D	
(7)		COMMON STOCK	954	954 (8)	I	INTEREST IN PLAN

**Explanation of Responses:**

(1) Includes 11,464 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

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- (2) Transactions under exempt 401(k) Plan during 2002.
- (3) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (4) No activity since date of last report; included solely to represent current beneficial ownership.
- (5) Options vest over a five year period, 20% each year on anniversary of grant date.
- (6) Represents credit under supplemental retirement plan for employer matching contributions which reporting person was prevented from receiving under exempt 401(k) Plan.
- (7) Upon entitlement to amounts under 401(k) plan
- (8) Includes 7.5598 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

/s/ John D. Waters

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).

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