

FNB CORP/FL/  
Form 4  
January 24, 2003

OMB APPROVAL
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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)

<p><b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i></p> <p>Gurgovits, Stephen J.</p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>F.N.B. Corporation (FBAN)</p>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i></p> <p>163-32-4105</p>
<p>591 Buhl Boulevard</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Sharon, PA 16146</p> <p><i>(City) (State) (Zip)</i></p>	<p><b>4. Statement for</b> <i>(Month/Day/Year)</i></p> <p>01/20/2003</p>	<p><b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i></p>
<p><b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="text-align: center;">Vice Chairman</p>	<p><b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i></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).

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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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(A)  
or  
Code V Amount(D) Price

COMMON					12680.000	D	
COMMON					4572.341	D	
COMMON					8507.703	D	
COMMON					7625.000	I	BY WIFE
COMMON					423.000	I	BY WIFE
COMMON					280.000	D	
COMMON					14687.782 (1)	I	BY TRUST (DEFERRED PLAN)

**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 01/03/1994)	9.67	(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			
IMMED	01/03/2004	COMMON STOCK	7751	7571	D	
IMMED	01/20/2005	COMMON STOCK	10338	10338	D	
IMMED	01/30/2006	COMMON STOCK	19696	19696	D	
IMMED	01/26/2007	COMMON STOCK	17263	17263	D	
IMMED	01/18/2008	COMMON STOCK	15946	15946	D	
(3)	01/24/2009	COMMON STOCK	39043	39043	D	
04/30/2000	04/29/2009	COMMON STOCK	408	408	D	
(3)	01/23/2010	COMMON STOCK	41791	41791	D	
01/24/2001	01/23/2010	COMMON STOCK	1334	1334	D	

**Explanation of Responses:**

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- (1) Shares held in trust and deferred under the F.N.B. Corporation Directors' Compensation Plan.
- (2) No transaction since date of last report, included solely to indicate current beneficial ownership.
- (3) Options vest over a five year period, 20% each year on anniversary of grant date.

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\*\*Signature of Reporting  
Person

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Date

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\*\* 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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**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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(A)  
or  
Code V Amount(D) Price

COMMON					1556.4075	I	BY TRUST (401K PLAN)
COMMON					3776.6757	I	BY TRUST (401K PLAN)
COMMON					69.200	I	CUST FOR DAUGHTER
COMMON					518.000	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 01/22/2001)	20.66	(1)				

**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			
(2)	01/22/2011	COMMON STOCK	42950	42950	D	
01/23/2002	01/22/2011	COMMON STOCK	1472	1472	D	
(2)	01/20/2012	COMMON STOCK	26347	26347	D	
01/21/2003	01/20/2012	COMMON STOCK	1269	1269	D	
(2)	01/20/2013	COMMON STOCK	25790	25790	D	
01/21/2004	01/20/2013	COMMON STOCK	2190	2190	D	
(4)		COMMON STOCK	4042	4042	I	INTEREST IN PLAN

**Explanation of Responses:**

(1) No transactions since date of last report, included solely to indicate current beneficial ownership.

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(2) Options vest over a five year period, 20% each year on anniversary of grant date.

(3) Represents credit under supplemental retirement plan for employer matching stock contributions which reporting person was prevented from receiving under exempt 401(k) Plan.

(4) Upon entitlement to amounts under 401(k) Plan.

/s/ Stephen J. Gurgovits

01/23/2003

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

\_\_\_\_\_  
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