MACE EDWARD J Form 4 February 06, 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)

			2.	Issuer Name and Ticker or Trading Symbol	3.		Number of Reporting (Voluntary)					
Mace, Edwar	rd J.		-	F.N.B. Corporation (FBAN)		262-92-1126						
720 Goodlatt	a Dood North	Suite 202	4.	Statement for (Month/Day/Year)	5.	If Amendment, Date of Original (Month/Day/Year)						
	e Road North	i Suite 202	•	02/04/2003								
	(Street)		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.		1 0					
Naples, FL 3	4102			X Director O 10% Owner		X	Form filed by One Reporting Person					
(City)	(State)	(Zip)		O Officer (give title below)		0	Form filed by More than One Reporting					
				O Other (specify below)			Person					
	Person* (La. Mace, Edwar 720 Goodlett	Person* (Last, First, Mide Mace, Edward J. 720 Goodlette Road North (Street) Naples, FL 34102	720 Goodlette Road North Suite 202 (Street) Naples, FL 34102	Person* (Last, First, Middle) Mace, Edward J. 4. 720 Goodlette Road North Suite 202 (Street) 6. Naples, FL 34102	Person* (Last, First, Middle) Trading Symbol Mace, Edward J. F.N.B. Corporation (FBAN) 4. Statement for (Month/Day/Year) 720 Goodlette Road North Suite 202 02/04/2003 (Street) 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) X Director o (City) (State) (State) (Zip) O Officer (give title below) O Officer (give title below)	Person* (Last, First, Middle) Trading Symbol Mace, Edward J. F.N.B. Corporation (FBAN) 4. Statement for (Month/Day/Year) 5. 720 Goodlette Road North Suite 202 02/04/2003 (Street) 6. Relationship of Reporting Person(s) to 7. Issuer (Check All Applicable) 7. Naples, FL 34102 X Director 0 (City) (State) (Zip) 0 Officer (give title below) 0 Officer (give title below)	Person* (Last, First, Middle) Trading Symbol Person, if an entity Mace, Edward J. F.N.B. Corporation (FBAN) 262-92-1126 4. Statement for (Month/Day/Year) 5. If Amendment, Dat (Month/Day/Year) 720 Goodlette Road North Suite 202 02/04/2003 5. If Amendment, Dat (Month/Day/Year) (Street) 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) 7. Individual or Joint/(Check Applicable L Naples, FL 34102 X Director o 10% Owner X (City) (State) (Zip) 0 Officer (give title below) 0					

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).

1.	Title of Security (Instr. 3)	2.	Transaction Date (<i>Month/Day/Year</i>)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transactioth Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned Following Reported Transactions(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 A	(A) or Amoun(D) Pric	e					
	COMMON									72248.000		I		RIBEK CORP
	COMMON									509.6335		I		NOMINEE NAME
	COMMON									586.008 (1)		I		BY TRUST (DEFERRED PLAN)
	COMMON									134.9950		I		CUST. FOR NICHOLAS MACE
	COMMON									134.9950		I		CUST. FOR SPENCER MACE
	COMMON									134.9950		I		CUST. FOR TREVOR MACE
_														

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		xercise Date rice of Derivative (Month/Day/)		Date, if any			Transaction Code (<i>Instr.</i> 8)	5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
								Code V		(A)	(D)	
STOCK OPTIONS (GRANTED 01/24/1999)		21.03		(2)								
					Page	e 3						

Date Exercis Expiration D (Month/Day/2	ate	Title and An of Underlyin (Instr. 3 and	ng Securities	Price of 9. Derivative Security (Instr. 5)	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						
01/25/2000	01/24/2009	COMMON STOCK	1541		1541		D		
04/30/2000	04/29/2009	COMMON STOCK	408		408		D		
01/24/2001	01/23/2010	COMMON STOCK	1355		1355		D		
01/23/2002	01/22/2011	COMMON STOCK	1407		1407		D		
01/21/2003	01/20/2012	COMMON STOCK	1378		1378		D		
01/21/2004	01/20/2013	COMMON STOCK	2596		2596		D		

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

Explanation of Responses:

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

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

**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.

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Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 262-92-1126 If Amendment, Date of Original (Month/Day/Year)					
Mace, Edward J.		F.N.B. Corporation (FBAN)							
720 Goodlette Road North Suite 202	4.	Statement for (Month/Day/Year)	5.						
720 Goodiette Koad North Suite 202	_	02/04/2003							
(Street)	6.	Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>)	7.	Individual or Joint (Check Applicable L	1 0				
Naples, FL 34102	_	X Director O 10% Owner		X	Form filed by One Reporting Person				
(City) (State) (Zip)		O Officer (give title below)		0	Form filed by More than One Reporting				
		O Other (specify below)			Person				
(City) (State) (Zip)				0	than C				

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).

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)	A Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned Following Reported Transactions(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	(A) or Amoun(D) Pric	e					
	COMMON									32.7826		I		NOMINEE CUST FOR NICHOLAS MACE
	COMMON									32.7826		I		NOMINEE CUST FOR SPENCER MACE
	COMMON									32.7826		I		NOMINEE CUST FOR TREVOR MACE
	COMMON									2227.414		I		TRUSTEE FOR JUDITH BECKLER
	COMMON									2227.414		I		TRUSTEE FOR SARAH BECKLER
	COMMON									2227.414		I		TRUSTEE FOR WILLIAM BECKLER
	COMMON									25688.0000		I		TRUSTEE RIBEK CORP PENSION

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

1.	(Instr. 3) Price		Conversion or Exercise Price of Derivative Security	3.	Transaction Date (<i>Month/Day/Year</i>)	3a.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)		Securities	A) or Disposed	l of
_									Code V		(A)	(D)	
						Pag	e 3						

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)	5	Title and Amount 8. of Underlying Securities (Instr. 3 and 4)	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 Expiration Exercisable Date		Amount or Number of Title Shares							
		_					_		_	
-							_			
-										
-										
Ех	planation of Responses	:								
	-	-								
		**Si	gnature of Reporting Person			Date				

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•		Address of Rouss, First, Mid	. 0	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 262-92-1126 If Amendment, Date of Original (Month/Day/Year)					
	Mace, Edwa	ırd J.		-	F.N.B. Corporation (FBAN)							
				4.	Statement for (Month/Day/Year)	5.						
	720 Goodlette Road North Suite 202				02/04/2003							
(Street)				6.	Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>)	7.	Individual or Joint/Group Filing (Check Applicable Line)					
	Naples, FL	34102		-	X Director O 10% Owner		X	Form filed by One Reporting Person				
	(City)	(State)	(Zip)		O Officer (give title below)		0	Form filed by More than One Reporting				
					O Other (specify below)			Person				

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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)	Securities a or Dispose (Instr. 3, 4 d	d of (D		5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
					Code V	Amount	(A) or (D)	Price					
COMMON										12477.000	 D		
COMMON										286.000	D		JOINTLY W/ MOTHER
COMMON										422.000	D		
COMMON	02/04/2003				А	77.247	A	27.509		4379.998 (1)	D		
					Page 2								

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

1.	1. Title of Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	3.	Transaction Date (<i>Month/Day/Year</i>)	3a.	Deemed Execution Date, if any (Month/Day/Year)	 Transaction 5. Code (Instr. 8)		Number of Securities Acquired ((D) (Instr. 3, 4)	ed of	
								Code V		(A)	(D)	
						Pag	e 3					

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

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount 8 of Underlying Securities (Instr. 3 and 4)	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 Expiration Exercisable Date	Amount or Number of Title Shares						