ROBERTS GARY

Form 4

December 27, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

Common

Stock (1)

Common

Stock

(Print or Type Responses)

(11mt of Type I	(Caponaca)							
1. Name and A	Address of Reporting l GARY	Symbol	or Name and Ticker or Trading ORP/FL/ [FNB]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	Middle) 3. Date of	of Earliest Transaction	(Check all applicable)				
, ,	IART PLACE	, 5.24.0	Day/Year)	Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO FNB of PA				
	(Street)	4. If Am	endment, Date Original	6. Individual or Joint/Group Filing(Check				
HERMITA	GE, PA 16148	Filed(Mo	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tah	le I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
Common Stock				43.4321 D				
Common Stock				11.008 D				
Common Stock (1)				9,396.6818 D				

7,500

8,030.4567

D

Ι

By Trust

(401k

Plan)

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		9-					•			
Common Stock (2)							1,822.6171	I	By Trus (401k Plan)	st
Common Stock (1)	12/23/2005	5	A 1	0,000 A	A .	(3)	10,000	D		
Reminder: Repo	ort on a separa	te line for each class o	 	Persons informati	who on co to re	respo ontain spond	ndirectly. nd to the co ed in this fo I unless the valid OMB	rm are not form	SEC 1474 (9-02)	
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. Transact Code (Instr. 8)	of De Sec Ac (A) Dis of (In	mber rivative curities quired) or sposed (D) str. 3, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	/ (A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Granted 01/18/1998)	\$ 13.78						<u>(4)</u>	01/18/2008	Common Stock	11,242
Stock Options (Granted 01/24/1999)	\$ 10.62						<u>(4)</u>	01/24/2009	Common Stock	19,178
Stock Options (Granted 01/22/2000)	\$ 10.21						<u>(4)</u>	01/23/2010	Common Stock	21,049
Stock Options (Granted 01/20/2001)	\$ 10.44						<u>(5)</u>	01/22/2011	Common Stock	21,556
Stock Options	\$ 12.94						<u>(5)</u>	01/20/2012	Common	12,846

(Granted

01/20/2002)

Stock

(5)

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Stock Options (Granted 01/20/2003)	\$ 13.75	(5)	01/20/2013	Common Stock	20,875
Common Stock Equivelant	\$ 20.48	<u>(7)</u>	(8)	Common Stock	873.8824

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROBERTS GARY 1139 WISHART PLACE HERMITAGE, PA 16148

President & CEO FNB of PA

Signatures

/s/ Gary J.
Roberts

12/27/2005

**Signature of Pate Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Award of stock pursuant to the F.N.B. Corporation 2001 Incentive Plan. Vests 50% on third anniversary of grant date and 50% to vest on the fourth anniversary of the grant date, with the second 50% being subject to the satisfaction of certain performance criteria.
- (2) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (3) Not applicable; represents award of stock pursuant to the F.N.B. Corporation 2001 Incentive Plan.
- (4) Options are fully vested and are available for immediate exercise.
- (5) Options vest over a five year period, 20% each year on the anniversary of grant date.
- (6) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (7) Upon entitlement to amounts under exempt 401(k) Plan.
- (8) Not applicable; represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3