

FNB CORP/FL/  
Form 4  
January 24, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ORIE JAMES**

(Last) (First) (Middle)  
138 COLLEGE AVENUE  
(Street)  
BEAVER, PA 15009  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FNB CORP/FL/ [FNB]

3. Date of Earliest Transaction (Month/Day/Year)  
01/20/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 01/20/2007                           |  | J                              | V   | 54.9418   | A  | 1,518.3008                                 |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   |   |  | 1,986.4478                                 |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   |   |  | 2,331.7417                                 |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   |   |  | 2,483.5226                                 |
| Common Stock                    |                                      |  |                                |   |   |  | 862.7999                                   |
|                                 |                                      |  |                                |   |   | I  | By Trust (401k Plan)                       |

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|                         |            |  |   |           |   |            |          |                      |
|-------------------------|------------|--|---|-----------|---|------------|----------|----------------------|
| Common Stock <u>(3)</u> |            |  |   |           |   | 1,895.6998 | I        | By Trust (401k Plan) |
| Common Stock            | 01/20/2007 |  | D | 32.0051   | D | \$ 17.68   | 141.8887 | D                    |
| Common Stock            | 01/20/2007 |  | J | V 54.9418 | D | <u>(1)</u> | 86.9469  | D                    |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Granted 01/24/1999)         | \$ 10.62   |                                      |  |                                |   | <u>(4)</u> 01/24/2009                                    | Common Stock  | 8,183                         |
| Stock Options (Granted 01/23/2000)         | \$ 10.21   |                                      |  |                                |   | <u>(4)</u> 01/23/2010                                    | Common Stock  | 8,807                         |
| Stock Options (Granted 01/22/2001)         | \$ 10.44   |                                      |  |                                |   | <u>(4)</u> 01/22/2011                                    | Common Stock  | 9,051                         |
| Stock Options (Granted 01/20/2002)         | \$ 12.94   |                                      |  |                                |   | <u>(4)</u> 01/20/2012                                    | Common Stock  | 5,366                         |

|             |          |  |     |            |        |
|-------------|----------|--|-----|------------|--------|
| Stock       |          |  |     |            |        |
| Options     | \$ 13.75 |  |     |            |        |
| (Granted    |          |  | (4) | 01/20/2013 | Common |
| 01/20/2003) |          |  |     |            | Stock  |
|             |          |  |     |            | 5,270  |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| ORIE JAMES<br>138 COLLEGE AVENUE<br>BEAVER, PA 15009 |               |           | Chief Legal Officer |       |

## Signatures

/s/James G. Orie                      01/24/2007

\_\_Signature of                      Date  
Reporting Person

## 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) Not applicable; transfer between accounts.
  - (2) 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.
  - (3) Represents employer matching contributions pursuant to exempt 401(k) Plan.
  - (4) Options are fully vested and are available for immediate exercise.

### Remarks:

2003 Restricted Stock award vesting.

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