

Calabrese Vincent J
Form 5
February 13, 2019

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Calabrese Vincent J

(Last) (First) (Middle)

ONE NORTH SHORE
CENTER, 12 FEDERAL STREET

(Street)

HERMITAGE, PA 16148

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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 Financial Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|----------|----------|--|--|---|
| | | | | (A) or (D) | Amount | Price | | | |
| Common Stock | 12/17/2018 | | A | (A) | 1,699.25 | \$ 10.11 | 29,911.26 (3) | I | By Trust (401k Plan) |
| Common Stock | | | | (A) | | | 119,908.404 (1) | D | |
| Depository Shares Representing Series E Preferred | | | | (A) | | | 800 | D | |

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Stock

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

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(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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 13.01 | Â | Â | Â | Â | Â | 03/31/2019 | 03/31/2019 | Common Stock | 21,340 (4) |
| Restricted Stock Units | \$ 14.87 | Â | Â | Â | Â | Â | 03/31/2020 | 03/31/2020 | Common Stock | 19,455 (5) |
| Restricted Stock Units | \$ 13.15 | Â | Â | Â | Â | Â | 03/31/2021 | 03/31/2021 | Common Stock | 22,249 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Calabrese Vincent J ONE NORTH SHORE CENTER 12 FEDERAL STREET HERMITAGE, PA 16148 | Â | Â | Â Chief Financial Officer | Â |

Signatures

Vincent J. Calabrese, Jr. 02/13/2019

**Signature of Reporting 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) Includes 3,934.0122 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2018.
- (3) Includes 1,097.1823 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Includes 788 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 719 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Includes 642 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.