FNB CORP/FL/ Form 4 January 24, 2003

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response0.5

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)

1.		Address of Re Last, First, Midd	. 0	2.		r Name and Tick ing Symbol	ter or	3.	I.R.S. Identificati Person, if an entit	on Number of Reporting ty (Voluntary)				
	Fahey, Tho	omas E.			F.N.B. Corporation (FBAN)				340-34-1206					
	812 Tallow	7 Tree Court		4.	State	ment for (Month/	'Day/Year)	5.	If Amendment, Date of Original (<i>Month/Day/Year</i>)					
					01/20/2003									
	(Street) Naples, FL 34108			6.	Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>)				Individual or Joint/Group Filing (Check Applicable Line)					
					0	Director _O	10% Owner		X	Form filed by One Reporting Person				
	(City)	(State)	(Zip)		x	Officer (give t	itle below)		0	Form filed by More than One Reporting				
					0	Other (specify	below)			Person				
						Executive Vic Chief Financia	ce President & l Officer							

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).

Title of Securit (Instr. 3	y	Transaction Date (<i>Month/Day/Year</i>)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	Transactio 4. Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code V	(A) or Amount(D) Price				
COMM	ION						1000.000		D	
СОММ	ION						288.5225		I	BY TRUST (401K PLAN)
					Page 2					

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)		Deemed Execution Date, if any (<i>Month/Day/Year</i>)	 Transaction Code (Instr. 8)	5.	Securities	(A) or Dispos	sed of
							Code V		(A)	(D)	
STOCK OPTIONS (GRANTED 07/29/2002)		28.83		(1)							
					Page	e 3					

5. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A of Underlyi (Instr. 3 and	ng Securities	8. 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						
(2)	07/29/2012	COMMON STOCK	14000		14000		D		
(2)	01/20/2013	COMMON STOCK	18516		18516		D		
						_			

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

Explanation of Responses:

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

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

Edgar Filing: FNB CORP/FL/ - Form 4

**Signature of Reporting Person Date

Page 4

^{**} 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.