FNB CORP/FL/ Form 4/A February 03, 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)

Name and Address of Reporting Person* (Last, First, Middle)						3.	I.R.S. Identificat Person, if an enti	ion Number of Reporting ity (Voluntary)		
lcliffe, Ha	rry F.		F.N.E	B. Corporation (FBAN)		179-38-4004				
40 Wiggins Lane				State	ment for (Month/Day/Year)	5.	<b>If Amendment, Date of Original</b> ( <i>Month/Day/Year</i> ) 12/31/2002			
(Street)						7.	Individual or Joint/Group Filing (Check Applicable Line)			
Uniontown, PA 15401				X	Director <sub>0</sub> 10% Owner		х	Form filed by One Reporting Person		
ty)	(State)	(Zip)		0	Officer (give title below) Other (specify below)		0	Form filed by More than One Reporting Person		
i	son* (Las leliffe, Hat Wiggins L ontown, P	son* ( <i>Last, First, Midd</i> lcliffe, Harry F. Wiggins Lane ( <i>Street</i> ) ontown, PA 15401	son* (Last, First, Middle) Icliffe, Harry F. Wiggins Lane (Street) ontown, PA 15401	son* (Last, First, Middle) <pre>lcliffe, Harry F. 4. Wiggins Lane     (Street) 6.</pre>	son* (Last, First, Middle)       Traditional         Icliffe, Harry F.       F.N.E         4.       State         Wiggins Lane       6.         (Street)       6.         ontown, PA 15401       X         y)       (State)       (Zip)         o       0	son* (Last, First, Middle)       Trading Symbol         Icliffe, Harry F.       F.N.B. Corporation (FBAN)         4.       Statement for (Month/Day/Year)         Wiggins Lane       6.         (Street)       6.         Ontown, PA 15401       X         (y)       (State)         (Zip)       0         Officer (give title below)         Olim (main field in the point)	son* (Last, First, Middle)       Trading Symbol         kcliffe, Harry F.       F.N.B. Corporation (FBAN)         4. Statement for (Month/Day/Year)       5.         Wiggins Lane       6. Relationship of Reporting Person(s) to 7. Issuer (Check All Applicable)         ontown, PA 15401       X         (State)       (Zip)         0       Officer (give title below)         0       Officer (give title below)	son* (Last, First, Middle)       Trading Symbol       Person, if an entitive         Icliffe, Harry F.       F.N.B. Corporation (FBAN)       179-38-4004         Wiggins Lane       4. Statement for (Month/Day/Year)       5. If Amendment, I (Month/Day/Year)         (Street)       6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)       7. Individual or Joi (Check Applicable)         (Street)       0. Officer (give title below)       0		

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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 Security (Instr. 3)	<b>Transaction Date</b> (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transactio <b>4.</b> Code (Instr. 8)	Securities 5 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
					Code V A	(A) or Amount(D) Price				
COMMON							53618.000 (1)	D		
COMMON							41862.000 (2)	D		
COMMON							2835.000 (3)	I		BY WIFE
COMMON							1724.000 (4)	I		BY CHILD
COMMON							1724.000 (4)	I		BY CHILD
COMMON							1724.000 (4)	I		BY CHILD

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

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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.	<b>Transaction</b> <b>Date</b> (Month/Day/Year)	3a.	Deemed Execution Date, if any (Month/Day/Year)	4.	<b>Transaction</b> <b>Code</b> ( <i>Instr.</i> 8)	5.	Securities	(A) or Dispos	ed of
								Code V		(A)	( <b>D</b> )	
STOCK OPTIONS (GRANTED 12/29/2000)		17.90		(5)								
					Page	e 3						

Date Exercis Expiration I (Month/Day/	Date	7.	Title and An of Underlyin (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 Ownershi (Instr. 4)
Date Exercisable	Expiration Date		Title	Amount or Number of Shares							
12/30/2000	12/29/2010		COMMON STOCK	972			972		D		

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

#### **Explanation of Responses:**

(1) Includes 2554 shares acquired as a result of a 5% stock dividend on 05/31/2002.

(2) Includes 1992 shares acquired as a result of a 5% stock dividend on 05/31/2002.

(3) Includes 134.784 shares acquired as a result of a 5% stock dividend on 05/31/2002.

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(4) Includes 81.276 shares acquired as a result of a 5% stock dividend on 05/31/2002.

(5) Represents change in exercise price and number of shares obtainable upon exercise due to a 5% stock dividend on 05/31/2002.

/s/ Harry F. Radcliffe	01/31/2003
**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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