FNB CORP/FL/
Form 4/A
February 03, 2003

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

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

1. **Name and Address of Reporting Person*** *(Last, First, Middle)*	2. **Issuer Name and Ticker or Trading Symbol**	3. **I.R.S. Identification Number of Reporting Person, if an entity** *(Voluntary)*
Radcliffe, Harry F.	F.N.B. Corporation (FBAN)	179-38-4004
	4. **Statement for** *(Month/Day/Year)*	5. **If Amendment, Date of Original** *(Month/Day/Year)*
40 Wiggins Lane		12/31/2002
(Street)	6. **Relationship of Reporting Person(s) to Issuer** *(Check All Applicable)*	7. **Individual or Joint/Group Filing** *(Check Applicable Line)*
Uniontown, PA 15401	X Director o 10% Owner	X Form filed by One Reporting Person
(City) (State) (Zip)	o Officer *(give title below)*	o Form filed by More than One Reporting Person
	o Other *(specify below)*	

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).

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 Transactions(s) *(Instr. 3 and 4)*	6. Ownership Form: Direct (D) or Indirect (I) *(Instr. 4)*	7. Nature of Indirect Beneficial Ownership *(Instr. 4)*
			Code	V	(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 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)*	
				Code	V	(A)	(D)
STOCK OPTIONS (GRANTED 12/29/2000)	17.90	(5)					

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

6. Date Exercisable and Expiration Date *(Month/Day/Year)*		7. Title and Amount of Underlying Securities *(Instr. 3 and 4)*		8. Price of Derivative Security *(Instr. 5)*	9. 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				
12/30/2000	12/29/2010	COMMON STOCK	972		972	D	

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.

(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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