

GURGOVITS STEPHEN J
Form 4
January 27, 2005

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 *
GURGOVITS STEPHEN J

(Last) (First) (Middle)
591 BUHL BOULEVARD
(Street)

SHARON, PA 16146

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2005

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)
President and CEO

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	13,313	D	(1)
Common Stock				(A) or (D)	5,064.1196	D	
Common Stock				(A) or (D)	11,651.6302	D	
Common Stock				(A) or (D)	8,006	I	By Wife
Common Stock				(A) or (D)	444	I	By Wife

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Common Stock						294		D	
Common Stock						16,586.5766		I	By Trust (Deferred Plan)
Common Stock						2,280.4014		I	By Trust (401K Plan)
Common Stock						4,694.7847		I	By Trust (401K Plan)
Common Stock						543		D	
Common Stock ⁽²⁾						27,354.7973		D	
Common Stock ⁽²⁾						22,700		D	
Common Stock	01/26/2005		M	30,000	A	\$ 7.67	30,000	D	
Common Stock	01/26/2005		S	30,000	D	\$ 19.2	0	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Options (Granted 01/30/1996)	\$ 7.67	01/26/2005		M	30,000	⁽³⁾	01/30/2006	Common Stock	
	\$ 8.95					⁽³⁾	01/26/2007		34

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Stock Options (Granted 01/26/1997)					Common Stock	
Stock Options (Granted 01/18/1998)	\$ 13.78	<u>(3)</u>	01/18/2008		Common Stock	31
Stock Options (Granted 01/24/1999)	\$ 10.62	<u>(3)</u>	01/24/2009		Common Stock	77
Stock Options (Granted 04/29/1999)	\$ 10		04/30/2000	04/29/2009	Common Stock	4
Stock Options (Granted 01/23/2000)	\$ 10.21	<u>(5)</u>	01/23/2010		Common Stock	82
Stock Options (Granted 01/23/2000)	\$ 10.21		01/24/2001	01/23/2010	Common Stock	1,
Stock Options (Granted 01/22/2001)	\$ 10.44	<u>(5)</u>	01/22/2011		Common Stock	85
Stock Options (Granted 01/22/2001)	\$ 10.44		01/23/2002	01/22/2011	Common Stock	1,
Stock Options (Granted 01/20/2002)	\$ 12.94	<u>(5)</u>	01/20/2012		Common Stock	52
Stock Options (Granted 01/20/2002)	\$ 12.94		01/21/2003	01/20/2012	Common Stock	1,
Stock Options (Granted 01/20/2003)	\$ 13.75	<u>(5)</u>	01/20/2013		Common Stock	51
	\$ 13.75		01/21/2004	01/20/2013		2,

Stock
Options
(Granted
01/20/2003)

Common
Stock

Common
Stock \$ 20.48
Equivelant
(6)

(7)

(8)

Common
Stock 8,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GURGOVITS STEPHEN J 591 BUHL BOULEVARD SHARON, PA 16146	X		President and CEO	

Signatures

/s/ Stephen J.
Gurgovits

01/27/2005

 **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) Shares held jointly with spouse.
- (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) Options are fully vested and are available for immediate exercise.
- (4) Not applicable; stock option exercise.
- (5) Options vest over a five year period, 20% each year on the anniversary of grant date.
- (6) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (7) Upon entitlement to amounts under exempt 401(k) Plan.
- (8) Not applicable; represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.

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