FNB CORP/FL/
Form 4
February 14, 2005

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORIE JAMES

(Last) (First) (Middle)

138 COLLEGE AVENUE

(Street)

BEAVER, PA 15009

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)								2,192.5585 (2)	D	
Common Stock	01/01/2004		A	V	104.187 (3)	A	(4)	222	D	
Common Stock (5)	01/23/2004		J	V	111	D	(6)	115.8919 (7)	D	
Common Stock	01/01/2004		A	V	175.985 (3)	A	(4)	375	D	
Common Stock (5)	01/20/2004		J	V	75	D	(6)	313.2216 (8)	D	

Common Stock	01/20/2004		J	V	75	A	(6)	890.268	D	
Common Stock	01/23/2004		J	V	111	A	(6)	1,045.4189 (9)	D	
Common Stock	01/15/2004(10)		A	V	156.7623	A	$ 20.732	635.7949 (11)	I	By Trust (401k Plan)
Common Stock	01/15/2004(10)		A	V	235.6489	A	(12)	1,522.9073 (13)	I	By Trust (401k Plan)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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)		8. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Granted 01/26/1997)	$ 8.95							(14)	01/26/2007	Common Stock	4,738	
Stock Options (Granted 01/18/1998)	$ 13.78							(14)	01/18/2008	Common Stock	5,342	
Stock Options (Granted 1/24/1999)	$ 10.62							(14)	01/24/2009	Common Stock	8,183	
	$ 10.21							(15)	01/23/2010		8,807	

Stock Options (Granted 01/23/2000)					Common Stock	
Stock Options (Granted 01/22/2001)	$ 10.44		(15)	01/22/2011	Common Stock	9,051
Stock Options (Granted 01/20/2002)	$ 12.94		(15)	01/20/2012	Common Stock	5,366
Stock Options (Granted 01/20/2003)	$ 13.75		(15)	01/20/2013	Common Stock	5,270

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORIE JAMES 138 COLLEGE AVENUE BEAVER, PA 15009			Chief Legal Officer	

Signatures

/s/ James G. Orie	02/14/2005
**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) 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.

(2) Includes 92.5585 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(3) Additional Restricted Stock shares acquired as a result of the spin-off of First National Bankshares of Florida, Inc. from F.N.B. Corporation on 01/01/2004.

(4) Not applicable; pursuant to the spin-off of First National Bankshares of Florida, Inc. from F.N.B. Corporation on 01/01/2004.

(5) Award of stock pursuant to the F.N.B. Corporation Restricted Stock and Incentive Bonus Plan. Vests 20% each year over a five year period.

(6) Not applicable; transfer between accounts.

(7) Includes 4.8919 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(8) Includes 13.2216 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(9) Includes 44.1509 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(10) Transaction under exempt 401(k) Plan during 2004.

(11) Includes 24.184 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(12) Represents employer matching contributions pursuant to exempt 401(k) Plan.

(13) Includes 60.3825 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(14) Options are fully vested and are available for immediate exercise.

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

Remarks:

Statement of holdings for 2004.

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.