

WURSTER GALE E
Form 4
February 14, 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 *
WURSTER GALE E

(Last) (First) (Middle)
1039 HIGHLAND ROAD
(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)
01/01/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP/Assistant Secretary

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					3,707.9318	D	
					(1)		
Common Stock (2)					4,489.5308	D	
					(3)		
Common Stock	01/15/2004(4)		A	V	280.9195	A	(5)
					3,569.0948	I	(6)
							By Trust (401k Plan)

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 Number Shares
Stock Options (Granted 1/24/1999)	\$ 10.62 <u>(7)</u>					<u>(8)</u>	01/24/2009	Common Stock	1,834
Stock Options (Granted 1/23/2000)	\$ 10.21 <u>(7)</u>					<u>(9)</u>	01/23/2010	Common Stock	4,171
Stock Options (Granted 1/22/2001)	\$ 10.44 <u>(7)</u>					<u>(9)</u>	01/22/2011	Common Stock	6,488
Stock Options (Granted 1/20/2002)	\$ 12.94 <u>(7)</u>					<u>(9)</u>	01/20/2012	Common Stock	8,924
Stock Options (Granted 1/20/2003)	\$ 13.75 <u>(7)</u>					<u>(9)</u>	01/20/2013	Common Stock	11,777
Common Stock Equivelant <u>(10)</u>	\$ 20.48	01/01/2004		A	V 63.4213 <u>(11)</u>	<u>(12)</u>	<u>(13)</u>	Common Stock	141.9 <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WURSTER GALE E 1039 HIGHLAND ROAD SHARON, PA 16146			VP/Assistant Secretary	

Signatures

/s/ Gale E.
Wurster

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) Includes 156.5328 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (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) Includes 189.5308 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Transaction under exempt 401(k) Plan during 2004.
- (5) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (6) Includes 145.6151 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (7) Reflects the conversion of the stock options' exercise price and number of shares due to the spin-off of First National Bankshares of Florida, Inc. from F.N.B. Corporation on 01/01/2004.
- (8) Options are fully vested and are available for immediate exercise.
- (9) Options vest over a five year period, 20% each year on the anniversary of grant date.
- (10) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (11) Reflects the conversion of the common stock equivalents exchange price and number of shares due to the spin-off of First National Bankshares of Florida, Inc. from F.N.B. Corporation on 01/01/2004.
- (12) Upon entitlement to amounts under exempt 401(k) Plan.
- (13) 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.
- (14) Includes 5.9928 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

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.

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