

FNB CORP/FL/  
Form 3  
March 21, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â ROBERTS GARY                            |          | (Month/Day/Year)                     | FNB CORP/FL/ [FNB]   |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 03/16/2005                           |  |  |
| 1139 WISHART PLACE                        |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| HERMITAGE,Â PAÂ 16148                     |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   | (City)   | (State)                              | (give title below)   | (specify below)  |
|   |          | (Zip)                                | President & CEO FNB of PA  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 43.4321   | D  | Â   |
| Common Stock                    | 11.008  | D  | Â   |
| Common Stock <sup>(1)</sup>     | 9,396.6818  | D  | Â   |
| Common Stock                    | 5,347.3088  | I  | By Trust (401k Plan)                                  |
| Common Stock                    | 1,822.6171 <sup>(2)</sup>                             | I  | By Trust (401k Plan)                                  |
| Common Stock <sup>(1)</sup>     | 7,500   | D  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |   |                  |
|---|--|--|--|--|--|---|------------------|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |  |   |                  |
| Stock Options (Granted 01/18/1998)            | Â (3)  | 01/18/2008   | Common Stock   | 11,242   | \$ 13.78   | D | Â                |
| Stock Options (Granted 01/24/1999)            | Â (3)  | 01/24/2009   | Common Stock   | 19,178   | \$ 10.62   | D | Â                |
| Stock Options (Granted 01/23/2000)            | Â (3)  | 01/23/2010   | Common Stock   | 21,049   | \$ 10.21   | D | Â                |
| Stock Options (Granted 01/22/2001)            | Â (4)  | 01/22/2011   | Common Stock   | 21,556   | \$ 10.44   | D | Â                |
| Stock Options (Granted 01/20/2002)            | Â (4)  | 01/20/2012   | Common Stock   | 12,846   | \$ 12.94   | D | Â                |
| Stock Options (Granted 01/20/2003)            | Â (4)  | 01/20/2013   | Common Stock   | 20,875   | \$ 13.75   | D | Â                |
| Common Stock Equivelant (5)                   | Â (6)  | Â (7)  | Common Stock   | 873.8824   | \$ 20.48   | I | Interest in Plan |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| ROBERTS GARY<br>1139 WISHART PLACE<br>HERMITAGE, PA 16148 | Â             | Â         | Â President &<br>CEO FNB of<br>PA | Â     |

## Signatures

/s/ Gary Roberts 03/21/2005

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Represents employer matching contributions pursuant to exempt 401(k) Plan.
  - (3) Options are fully vested and are available for immediate exercise.
  - (4) Options vest over a five year period, 20% each year on the anniversary of grant date.
  - (5)

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Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.

- (6) Upon entitlement to amounts under exempt 401(k) Plan.
- (7) 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.

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