

GURGOVITS STEPHEN J
Form 4
January 30, 2006

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)
02/18/2005

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					13,313	D	(1)
Common Stock					6,297.4985	D	(2)
Common Stock					444	I	By Wife
Common Stock					294	D	
Common Stock					2,370.3618	I	(3) By Trust (401K Plan)

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Common Stock <u>(4)</u>	01/18/2005	A	V	310.3481	A	<u>(4)</u>	5,202.0866 <u>(5)</u>	I	By Trust (401K Plan)
Common Stock							543	D	
Common Stock <u>(6)</u>							28,740.5265 <u>(7)</u>	D	
Common Stock <u>(6)</u>							23,849.9272 <u>(8)</u>	D	
Common Stock							1,000	D	
Common Stock							9,506	I	By Wife
Common Stock <u>(6)</u>							25,000	D	
Common Stock							28,618.03 <u>(9)</u>	D	
Common Stock							2,185 <u>(10)</u>	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 or Number of Shares
Stock Options (Granted 01/26/1997)	\$ 8.95					<u>(11)</u>	01/26/2007	Common Stock	34,179

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Stock Options (Granted 01/18/1998)	\$ 13.78	<u>(11)</u>	01/18/2008	Common Stock	31,571
Stock Options (Granted 01/24/1999)	\$ 10.62	<u>(11)</u>	01/24/2009	Common Stock	77,301
Stock Options (Granted 04/29/1999)	\$ 10	04/30/2000	04/29/2009	Common Stock	403
Stock Options (Granted 01/23/2000)	\$ 10.21	<u>(11)</u>	01/23/2010	Common Stock	82,741
Stock Options (Granted 01/23/2000)	\$ 10.21	01/24/2001	01/23/2010	Common Stock	1,319
Stock Options (Granted 01/22/2001)	\$ 10.44	<u>(11)</u>	01/22/2011	Common Stock	85,036
Stock Options (Granted 01/22/2001)	\$ 10.44	01/23/2002	01/22/2011	Common Stock	1,457
Stock Options (Granted 01/20/2002)	\$ 12.94	<u>(11)</u>	01/20/2012	Common Stock	52,164
Stock Options (Granted 01/20/2002)	\$ 12.94	01/21/2003	01/20/2012	Common Stock	1,255
Stock Options (Granted 01/20/2003)	\$ 13.75	<u>(11)</u>	01/20/2013	Common Stock	51,061
Stock Options (Granted 01/20/2003)	\$ 13.75	01/21/2004	01/20/2013	Common Stock	2,166
	\$ 20.48	<u>(13)</u>	<u>(14)</u>		

Common
Stock
Equivalent
(12)

Common 9,044,394
Stock (15)

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

01/30/2006

**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) Includes 233.3789 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Includes 89.9604 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (5) Includes 196.9538 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) 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.
- (7) Includes 1385.7292 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (8) Includes 574.9644 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (9) Includes 539.5864 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (10) Reflects the conversion of shares due to the merger of NSD Bancorp, Inc. to F.N.B. Corp. on 2/18/2005.
- (11) Options are fully vested and are available for immediate exercise.
- (12) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (13) Upon entitlement to amounts under exempt 401(k) Plan.
- (14) 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.
- (15) Includes 436.0768 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Remarks:

Statement of 2005 holdings.

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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