

MARTZ D STEPHEN  
 Form 5  
 February 04, 2010

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**MARTZ D STEPHEN**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**420 PENN STREET**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**HOLLIDAYSBURG, PA 16648**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock                    | Â                                    | Â  | Â                              | Â   | 106,746.7142<br>(1)  | D  | Â  |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | 8,378  | I  | By IRA                                     |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | 887  | I  | By ESOP                                    |

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

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SEC 2270 (9-02)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options                              | \$ 15.86   | Â                                    | Â  | Â                              | Â (A) Â (D)   | 07/31/2009 <sup>(3)</sup>                                | Common Stock  | 12,590                     |
| Stock Options                              | \$ 17.76   | Â                                    | Â  | Â                              | Â (A) Â (D)   | 07/31/2009 <sup>(3)</sup>                                | Common Stock  | 7,885                      |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MARTZ D STEPHEN<br>420 PENN STREET<br>HOLLIDAYSBURG, PA 16648 | Â X           | Â         | Â       | Â     |

## Signatures

/s/D. Stephen Martz 02/04/2010

\*\*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 245,787 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Options are fully vested and are available for immediate exercise.
- (3) As defined in the applicable plan document and/or stock option agreement, or 12 months from date of termination of employment, whichever is earlier.
- (4) Shares were forfeited as defined in the applicable plan document and/or stock option agreement, or 12 months from date of termination of employment, whichever is earlier.

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