

FNB CORP/FL/
Form 4
January 24, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

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

<p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>Tice, Gary L.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>F.N.B. Corporation (FBAN)</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <p>198-38-4242</p>
<p>2150 Goodlette Road North</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Naples, FL 34102</p> <p><i>(City) (State) (Zip)</i></p>	<p>4. Statement for <i>(Month/Day/Year)</i></p> <p>01/20/2003</p>	<p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p>
<p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="padding-left: 40px;">President & Chief Executive Officer</p>	<p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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(A)
or
Code V Amount(D) Price

COMMON					69658.809	D	
COMMON					6654.000	D	
COMMON					5700.000	D	
COMMON					670.871	I	BY WIFE
COMMON					149.000	D	JOINT WITH WIFE
COMMON					4886.000	D	JOINT WITH MOTHER
COMMON					1623.231 (1)	D	

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
				Code	V (A) (D)
STOCK OPTIONS (GRANTED 11/15/1993)	8.73	(2)			

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(3)	11/15/2003	COMMON STOCK	4567	4567	D
IMMED	01/18/2008	COMMON STOCK	41471	41471	D
(4)	01/24/2009	COMMON STOCK	42014	42014	D
04/30/2000	04/29/2009	COMMON STOCK	408	408	D
(4)	01/23/2010	COMMON STOCK	44757	44757	D
01/24/2001	01/23/2010	COMMON STOCK	1334	1334	D
(4)	01/22/2011	COMMON STOCK	77915	77915	D
01/23/2002	01/22/2011	COMMON STOCK	1472	1472	D
(4)	01/20/2012	COMMON STOCK	58550	58550	D

Explanation of Responses:

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- (1) Award of stock pursuant to the F.N.B. Corporation Restricted Stock and Incentive Bonus Plan. Vests 20% each year over a 5 year period.
- (2) No activity since date of last report; included solely to represent current beneficial ownership.
- (3) Options vest 10% on grant date and an additional 10% as of each successive anniversary of grant date until fully vested.
- (4) Options vest over a five year period, 20% each year on anniversary of grant date.

**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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(A)
or
Code V Amount(D) Price

COMMON					3812.359 (1)	I	BY TRUST (DEFERRED PLAN)
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COMMON					8871.0577 (2)	D	
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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 <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)
STOCK OPTIONS (GRANTED 01/20/2002)	25.62	(3)				

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>		7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
01/21/2003	01/20/2012	COMMON STOCK	1269	1269	D	
(4)	01/20/2013	COMMON STOCK	59699	59699	D	
01/21/2004	01/20/2013	COMMON STOCK	2190	2190	D	
(6)		COMMON STOCK	2952	2952	I	INTEREST IN PLAN

Explanation of Responses:

- (1) Shares held in trust and deferred under the F.N.B. Corporation Directors' Compensation Plan.
- (2) Shares held in KSOP. Reporting person votes these shares.

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(3) No activity since date of last report; included solely to represent current beneficial ownership.

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

(5) Represents credit under supplemental retirement plan for employer matching contributions which reporting person was prevented from receiving under exempt 401(k) Plan.

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

/s/ Gary L. Tice

01/23/2003

**Signature of Reporting
Person

Date

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