

LINDSAY JAMES S
Form 4
April 04, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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*</p> <p>Lindsay, James S.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>723 21st. Avenue South</p> <hr/> <p><i>(Street)</i></p> <p>Naples, FL 34102</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>F.N.B. Corporation (FBAN)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>04/02/2003</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <p>502-54-2879</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</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).

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 Transaction(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>
			Code V	Amount	(A) or (D) Price		
COMMON					4805.808(1)	I	Custodian for J.C. Lindsay
COMMON					4666.808(1)	I	Custodian for J.E. Lindsay
COMMON					1403.000	I	Custodian for Dorothy Lindsay
COMMON					9914.000	I	BY WIFE
COMMON					4057.109(2)	I	By TRUST (DEFERRED PLAN)
COMMON					89805.000	D	DOR J'S LLP
COMMON	04/02/2003		A	71.371	A 28.0225	38072.467(3)	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 01/24/1999)	21.03	(4)				
STOCK OPTIONS (GRANTED 04/29/1999)	19.80	(4)				
STOCK OPTIONS (GRANTED 01/23/2000)	20.22	(4)				
STOCK OPTIONS (GRANTED 01/22/2001)	20.66	(4)				
STOCK OPTIONS (GRANTED 01/20/2002)	25.62	(4)				
STOCK OPTIONS (GRANTED 01/20/2003)	27.22	(4)				

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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
01/25/2000	01/24/2009	COMMON STOCK	1819	1819	D
04/30/2000	04/24/2009	COMMON STOCK	408	408	D
01/24/2001	01/23/2010	COMMON STOCK	1597	1597	D
01/23/2002	01/22/2011	COMMON STOCK	1829	1829	D
01/21/2003	01/20/2012	COMMON STOCK	1594	1594	D
01/21/2004	01/20/2013	COMMON STOCK	2166	2166	D

Explanation of Responses:

- (1) Includes 26,641 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Shares held in Trust and deferred under the F.N.B. Corporation Directors' Compensation Plan. Includes 31,764 shares deferred under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Includes 67,465 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) No activity since date of last report; included solely to represent current beneficial ownership.

/s/ James S. Lindsay

04/03/2003

**Signature of Reporting Person

Date

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** 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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