

GURGOVITS STEPHEN J  
 Form 4  
 January 27, 2005

**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)  
**01/25/2005**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	13,313	D	(1)
Common Stock				(A) or (D)	5,064.1196	D	
Common Stock				(A) or (D)	11,651.6302	D	
Common Stock				(A) or (D)	8,006	I	By Wife
Common Stock				(A) or (D)	444	I	By Wife

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Common Stock						294		D	
Common Stock						16,586.5766		I	By Trust (Deferred Plan)
Common Stock						2,280.4014		I	By Trust (401K Plan)
Common Stock						4,694.7847		I	By Trust (401K Plan)
Common Stock						543		D	
Common Stock <sup>(2)</sup>						27,354.7973		D	
Common Stock <sup>(2)</sup>						22,700		D	
Common Stock	01/25/2005		M	8,995	A	\$ 7.67	8,995	D	
Common Stock	01/25/2005		S	7,295	D	\$ 19.31	1,700	D	
Common Stock	01/25/2005		S	1,000	D	\$ 19.25	700	D	
Common Stock	01/25/2005		S	700	D	<u>(3)</u>	0	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)	Amount Number Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

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Stock Options (Granted 01/30/1996)	\$ 7.67	01/25/2005	M	8,995	(4)	01/30/2006	Common Stock	30,0
Stock Options (Granted 01/26/1997)	\$ 8.95				(4)	01/26/2007	Common Stock	34,1
Stock Options (Granted 01/18/1998)	\$ 13.78				(4)	01/18/2008	Common Stock	31,5
Stock Options (Granted 01/24/1999)	\$ 10.62				(4)	01/24/2009	Common Stock	77,3
Stock Options (Granted 04/29/1999)	\$ 10					04/30/2000 04/29/2009	Common Stock	40
Stock Options (Granted 01/23/2000)	\$ 10.21				(6)	01/23/2010	Common Stock	82,7
Stock Options (Granted 01/23/2000)	\$ 10.21					01/24/2001 01/23/2010	Common Stock	1,3
Stock Options (Granted 01/22/2001)	\$ 10.44				(6)	01/22/2011	Common Stock	85,0
Stock Options (Granted 01/22/2001)	\$ 10.44					01/23/2002 01/22/2011	Common Stock	1,4
Stock Options (Granted 01/20/2002)	\$ 12.94				(6)	01/20/2012	Common Stock	52,1
Stock Options (Granted 01/20/2002)	\$ 12.94					01/21/2003 01/20/2012	Common Stock	1,2
	\$ 13.75				(6)	01/20/2013		51,0

Stock Options (Granted 01/20/2003)					Common Stock	
Stock Options (Granted 01/20/2003)	\$ 13.75		01/21/2004	01/20/2013	Common Stock	2,1
Common Stock Equivelant <sup>(7)</sup>	\$ 20.48		<u>(8)</u>	<u>(9)</u>	Common Stock	8,608

## 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 01/27/2005

  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) 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.
- (3) Remaining shares were sold at a price range of \$19.25 to \$19.31 per share.
- (4) Options are fully vested and are available for immediate exercise.
- (5) Not applicable; stock option exercise.
- (6) Options vest over a five year period, 20% each year on the anniversary of grant date.
- (7) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (8) Upon entitlement to amounts under exempt 401(k) Plan.
- (9) 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. 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.