GURGOVITS STEPHEN J
Form 4
February 14, 2007

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**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

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).

(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)
01/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 55,276.5076 (1) | D | |
| Common Stock | | | | | | | | 9,950 | I | By Wife |
| Common Stock | | | | | | | | 2,504.7025 (2) | I | By Trust (401k Plan) |
| Common Stock | 01/15/2006(3) | | A | V | 358.9158 | A | (4) | 5,876.1478 (5) | I | By Trust (401k Plan) |
| | | | | | | | | | D | |

| | | | |
|---|---|---|---|
| Common Stock (6) | | 30,373.4899 (7) | |
| Common Stock (6) | | 25,205.0223 (8) | D |
| Common Stock (6) | | 26,420.4415 (9) | D |

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

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SEC 1474 (9-02)

**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 01/23/2000) | $ 10.21 | | | | | | | (10) | 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 | | | | | | | (10) | 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 | $ 12.94 | | | | | | | (10) | 01/20/2012 | Common Stock | 52,164 |

| | | | | | | |
|---|---|---|---|---|---|---|
| 01/20/2002) | | | | | | |
| 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 | | (10) | 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 |
| Common Stock Equivelant (11) | $ 18.44 | | (12) | (13) | Common Stock | 9,558.274 (14) |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| GURGOVITS STEPHEN J<br>591 BUHL BOULEVARD<br>SHARON, PA 16146 | X | | President and CEO | |

# Signatures

| | |
|---|---|
| /s/Stephen J. Gurgovits | 02/14/2007 |
| **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 2025.9791 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

**(2)** Includes 134.3407 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

**(3)** Transaction under exempt 401(k) Plan.

**(4)** Represents employer matching contributions pursuant to exempt 401(k) Plan.

**(5)** Includes 315.1454 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 1632.9634 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

**(8)** Includes 1355.0951 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

**(9)** Includes 1420.4415 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

**(10)** Options are fully vested and are available for immediate exercise.

**(11)** Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.

**(12)** Upon entitlement to amounts under exempt 401(k) Plan.

**(13)** 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.

**(14)** Includes 513.8796 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

**Remarks:**

Statement of 2006 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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