

FNB CORP/FL/  
Form 4  
September 23, 2008

**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 \*  
MORTENSEN PETER

(Last) (First) (Middle)  
426 ROBERTSON ROAD  
(Street)  
HERMITAGE, PA 16148  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/19/2008

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)

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/19/2008		M		162,985	A	\$ 12.94 184,985	D
Common Stock	09/19/2008		M		1,418	A	\$ 12.94 186,403	D
Common Stock	09/19/2008		M		2,372	A	\$ 13.75 188,775	D
Common Stock	09/19/2008		S		4,697	D	\$ 20.65 184,078	D
Common Stock	09/19/2008		S		850	D	\$ 18.1 183,228	D
	09/19/2008		S		650	D	\$ 17.94 182,578	D

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Common Stock							
Common Stock	09/19/2008	S	700	D	\$ 17.9	181,878	D
Common Stock	09/19/2008	S	200	D	\$ 17.65	181,678	D
Common Stock	09/19/2008	S	1,000	D	\$ 17.64	180,678	D
Common Stock	09/19/2008	S	500	D	\$ 17.625	180,178	D
Common Stock	09/19/2008	S	250	D	\$ 17.62	179,928	D
Common Stock	09/19/2008	S	750	D	\$ 17.615	179,178	D
Common Stock	09/19/2008	S	350	D	\$ 17.61	178,828	D
Common Stock	09/19/2008	S	1,952	D	\$ 17.6	176,876	D
Common Stock	09/19/2008	S	500	D	\$ 17.585	176,376	D
Common Stock	09/19/2008	S	450	D	\$ 17.58	175,926	D
Common Stock	09/19/2008	S	200	D	\$ 17.56	175,726	D
Common Stock	09/19/2008	S	300	D	\$ 17.54	175,426	D
Common Stock	09/19/2008	S	3,900	D	\$ 17.51	171,526	D
Common Stock	09/19/2008	S	3,000	D	\$ 17.505	168,526	D
Common Stock	09/19/2008	S	9,250	D	\$ 17.5	159,276	D
Common Stock	09/19/2008	S	1,500	D	\$ 17.49	157,776	D
Common Stock	09/19/2008	S	1,100	D	\$ 17.48	156,676	D
Common Stock	09/19/2008	S	100	D	\$ 17.47	156,576	D
Common Stock	09/19/2008	S	500	D	\$ 17.46	156,076	D
	09/19/2008	S	350	D	\$ 17.45	155,726	D

Common Stock								
Common Stock	09/19/2008		S	200	D	\$ 17.44	155,526	D
Common Stock	09/19/2008		S	200	D	\$ 17.43	155,326	D
Common Stock	09/19/2008		S	350	D	\$ 17.42	154,976	D
Common Stock	09/19/2008		S	1,000	D	\$ 17.41	153,976	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Stock Options (Granted 01/20/2002)	\$ 12.94	09/19/2008		M	162,985	<u>(1)</u>	01/20/2012	Common Stock	162,985
Stock Options (Granted 01/20/2002)	\$ 12.94	09/19/2008		M	1,418		01/21/2003 01/20/2012	Common Stock	1,418
Stock Options (Granted 01/20/2003)	\$ 13.75	09/19/2008		M	2,372		01/21/2004 01/20/2013	Common Stock	2,372

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MORTENSEN PETER  
426 ROBERTSON ROAD X  
HERMITAGE, PA 16148

## Signatures

/s/Peter  
Mortensen 09/23/2008

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

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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