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OMB APPROVAL

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 3

#### INITIAL STATEMENT OF 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

| Name and Address of Reporting Person* |    | <b>Date of Event Requiring Statement</b> (Month/Day/Year)  | 3. | I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) |  |  |  |
|---------------------------------------|----|--|----|--|--|--|--|
| Radcliffe, Harry F.                   |    |  |    | 179-38-4004  |  |  |  |
| (Last) (First) (Middle)               |    |  |    |  |  |  |  |
| 40 Wiggins Lane                       | 4. | Issuer Name and Ticker or Trading Symbol  5. Relationship of Reporting Person to Issuer (Check All Applicable) |    |  |  |  |  |
| (Street)                              |    | F.N.B. Corporation (FBAN)  |    | X Director O 10% Owner   |  |  |  |
|                                       |    |  |    | O Officer (give title below)   |  |  |  |
|                                       | 6. | If Amendment, Date of Original (Month/Day/Year)  |    | Other (specify below)  |  |  |  |
| Uniontown, PA 15401                   |    | 01/21/2002   |    |  |  |  |  |
| (City) (State) (Zip)                  |    |  | 7. | Individual or Joint/Group Filing<br>(Check Applicable Line)                |  |  |  |
|                                       |    |  |    | X Form Filed by One Reporting Person                                       |  |  |  |
|                                       |    |  |    | O Form Filed by More than One<br>Reporting Person                          |  |  |  |

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

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\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

| Title of<br>Security<br>(Instr. 4) | 2. Amount of Securities Beneficially<br>Owned<br>(Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|---|--|---|
| COMMON                             | 51064.000   | D  |   |
| COMMON                             | 39870.000   | D  |   |
| COMMON                             | 2700.216  | I  | BY WIFE   |
| COMMON                             | 1642.724  | I  | BY CHILD  |
| COMMON                             | 1642.724  | I  | BY CHILD  |
| COMMON                             | 1642.724  | I  | BY CHILD  |
|                                    |   |  |   |
|                                    |   |  |   |
|                                    |   |  |   |
|                                    |   |  |   |
|                                    |   | Page 2   |   |

| 1. Title of<br>Derivative<br>Security<br>(Instr. 4) | 2. Date Exerc<br>Expiration<br>(Month/Day | Date                     | . Title and Amou<br>Underlying De<br>(Instr. 4) | unt of Securities 4<br>rivative Security | Exercise Price of Derivative Security | Ownership Form of<br>Derivative Security:<br>Direct (D) or Indirect (I)<br>(Instr. 5) | 6. | Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|---|--------------------------|---|--|---------------------------------------|---|----|--|
|   | Date<br>Exer-<br>cisable                  | Expi-<br>ration<br>Date  | Title   | Amount<br>or<br>Number<br>of Shares      |                                       |   |    |  |
| STOCK<br>OPTIONS<br>(GRANTED<br>12/29/2000)         | 12/30/2000                                | 12/29/2010               | COMMON<br>STOCK                                 | 926                                      | 18.78                                 | D   |    |  |
|   |   |                          |   |  |                                       |   |    |  |
|   |   |                          |   |  |                                       |   |    |  |
|   |   |                          |   |  |                                       |   |    |  |
|   |   |                          |   |  |                                       |   |    |  |
|   |   |                          |   |  |                                       |   |    |  |
|   |   |                          |   |  |                                       |   |    |  |
| Explanation of                                      | Responses:                                |                          |   |  |                                       |   |    |  |
|   | /   | s/ Harry F. R            | adcliffe  | 01/31/2003                               | 3                                     |   |    |  |
|   | **  | Signature of l<br>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. Page 3