

GURGOVITS STEPHEN J

Form 4

April 23, 2003

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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* <i>(Last, First, Middle)</i></p> <p>Gurgovits, Stephen J.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>F.N.B. Corporation (FBAN)</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <p>163-32-4105</p>
<p>591 Buhl Boulevard</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Sharon, PA 16146</p> <p><i>(City) (State) (Zip)</i></p>	<p>4. Statement for <i>(Month/Day/Year)</i></p> <p>04/21/2003</p>	<p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p>
<p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="text-align: center;">Vice Chairman</p>	<p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></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).

1 of 2

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 Transactions(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>
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(A)
or
Code V Amount(D) Price

COMMON					12680.000	D	
COMMON					4603.15 (1)	D	
COMMON					8574.837 (2)	D	
COMMON					7625.000	I	BY WIFE
COMMON					423.000	I	BY WIFE
COMMON					280.000	D	
COMMON					14803.683 (3)	I	BY TRUST (DEFERRED PLAN)

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)
				Code V	(A) (D)
STOCK OPTIONS (GRANTED 01/03/1994)	9.67	04/21/2003		M	7751

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 <i>(Month/Day/Year)</i>		7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
IMMED	01/03/2004	COMMON STOCK	0	0	D	
IMMED	01/20/2005	COMMON STOCK	10338	10338	D	
IMMED	01/30/2006	COMMON STOCK	19696	19696	D	
IMMED	01/26/2007	COMMON STOCK	17263	17263	D	
IMMED	01/18/2008	COMMON STOCK	15946	15946	D	
(5)	01/24/2009	COMMON STOCK	39043	39043	D	
04/30/2000	04/29/2009	COMMON STOCK	408	408	D	
(5)	01/23/2010	COMMON STOCK	41791	41791	D	
01/24/2001	01/23/2010	COMMON STOCK	1334	1334	D	

Explanation of Responses:

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(1) Includes 30.809 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan. (2) Includes 67.134 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(3) Shares held in trust and deferred under the F.N.B. Corporation Directors' Compensation Plan. Includes 115.901 shares deferred under the F.N.B. Corporation Dividend Reinvestment Plan.

(4) No transaction since date of last report, included solely to indicate current beneficial ownership.

(5) Options vest over a five year period, 20% each year on anniversary of grant date.

**Signature of Reporting
Person

Date

** 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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<p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="text-align: center;">Vice Chairman</p>	<p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></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.

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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 Transactions(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>
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			Code	V	Amount	(A) or (D)	Price		
COMMON					1556.4075			I	BY TRUST (401K PLAN)
COMMON					3776.6757			I	BY TRUST (401K PLAN)
COMMON					69.746	(1)		I	CUST FOR DAUGHTER
COMMON					518.000			D	
COMMON	04/21/2003		M		7751	A	9.67	7751	SEE BELOW
	04/21/2003		S		7751	D	29.42	0	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 01/22/2001)	20.66	(2)			

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 <i>(Month/Day/Year)</i>		7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
(3)	01/22/2011	COMMON STOCK	42950	42950	D	
01/23/2002	01/22/2011	COMMON STOCK	1472	1472	D	
(3)	01/20/2012	COMMON STOCK	26347	26347	D	
01/21/2003	01/20/2012	COMMON STOCK	1269	1269	D	
(3)	01/20/2013	COMMON STOCK	25790	25790	D	
01/21/2004	01/20/2013	COMMON STOCK	2190	2190	D	
(5)		COMMON STOCK	4074.8277	4074.8277 (6)	I	INTEREST IN PLAN

Explanation of Responses:

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(1) Includes 0.546 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan. (2) No activity since date of last report; included solely to represent current beneficial ownership.

(3) Options vest over a five year period, 20% each year on anniversary of grant date.

(4) Represents credit under supplemental retirement plan for employer matching stock contributions which reporting person was prevented from receiving under exempt 401(k) Plan.

(5) Upon entitlement to amounts under 401(k) Plan. (6) Includes 32.1255 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

/s/ Stephen J. Gurgovits

04/22/2003

**Signature of Reporting
Person

Date

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