

MORTENSEN PETER
Form 4
November 03, 2004

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
426 ROBERTSON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

HERMITAGE, PA 16148

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 11/03/2004 | | M | | 29,697 | A | \$ 10.62 |
| Common Stock | 11/03/2004 | | M | | 403 | A | \$ 10 |
| Common Stock | 11/03/2004 | | S | | 30,100 | D | \$ 20.56 |
| Common Stock | | | | | | | 80,241.661 |
| Common Stock | | | | | | | 425.985 |
| | | | | | | I (1) | By Wife |

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| | | | |
|--------------|----------------------|---|--------------------------|
| Common Stock | 26,146.022 | I | By Trust (Deferred Plan) |
| Common Stock | 1,000 ⁽²⁾ | 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 Security (Instr. 3 and 4) | Amount | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number Shares |
| Stock Options (Granted 01/18/1998) | \$ 13.78 | | | | | ⁽³⁾ | 01/18/2008 | Common Stock | 5 |
| Stock Options (Granted 01/24/1999) | \$ 10.62 | 11/03/2004 | | M | 29,697 | ⁽³⁾ | 01/24/2009 | Common Stock | |
| Stock Options (Granted 04/29/1999) | \$ 10 | 11/03/2004 | | M | 403 | 04/30/2000 | 04/29/2009 | Common Stock | |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | | ⁽³⁾ | 01/23/2010 | Common Stock | 95 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | | 01/24/2001 | 01/23/2010 | Common Stock | 1 |
| Stock Options | \$ 10.44 | | | | | ⁽³⁾ | 01/22/2011 | Common Stock | 93 |

(Granted
01/22/2001)

Stock

Options \$ 10.44
(Granted
01/22/2001)

01/23/2002 01/22/2011

Common
Stock

1

Stock

Options \$ 12.94
(Granted
01/20/2002)

(3) 01/20/2012

Common
Stock

16

Stock

Options \$ 12.94
(Granted
01/20/2002)

01/21/2003 01/20/2012

Common
Stock

1

Stock

Options \$ 13.75
(Granted
01/20/2003)

01/21/2004 01/20/2013

Common
Stock

2

Common

Stock \$ 18.8
Equivalent
(6)

(7) (8)

Common
Stock

14,9

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| MORTENSEN PETER 426 ROBERTSON ROAD HERMITAGE, PA 16148 | X | | Chairman | |

Signatures

/s/ Peter
Mortensen 11/03/2004

**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) Beneficial ownership of these shares are disclaimed.
- (2) Award of stock pursuant to the F.N.B. Corporation 2001 Incentive Plan.
- (3) Options are fully vested and are available for immediate exercise.
- (4) Not applicable; stock option exercise.
- (5) Not applicable; stock option exercise.

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- (6) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (7) Upon entitlement to amounts under exempt 401(k) Plan.
- (8) 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.

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