

FNB CORP/FL/
Form 4
November 01, 2006

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 *
ORIE JAMES

(Last) (First) (Middle)
138 COLLEGE AVENUE
(Street)

BEAVER, PA 15009

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2006

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)
Chief Legal Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock <u>(1)</u> | | | | | 2,303.6311 | D | |
| Common Stock <u>(2)</u> | | | | | 246.8163 | D | |
| Common Stock | | | | | 862.7999 | I | By Trust (401k Plan) |
| Common Stock <u>(3)</u> | | | | | 1,895.6998 | I | By Trust (401k Plan) |
| | | | | | 2,206.3818 | D | |

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| | | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|------------|--|---|
| Common Stock ⁽¹⁾ | | | | | | | | |
| Common Stock ⁽¹⁾ | | | | | | 2,350 | | D |
| Common Stock | | | | | | 1,123.7243 | | D |
| Common Stock | | | | | | 1,302.4123 | | D |
| Common Stock | 10/30/2006 | M | 4,738 | A | (4) | 4,738 | | D |
| Common Stock | 10/30/2006 | S | 300 | D | \$ 17.2 | 4,438 | | D |
| Common Stock | 10/30/2006 | S | 100 | D | \$ 17.21 | 4,338 | | D |
| Common Stock | 10/30/2006 | S | 100 | D | \$ 17.22 | 4,238 | | D |
| Common Stock | 10/30/2006 | S | 500 | D | \$ 17.23 | 3,738 | | D |
| Common Stock | 10/30/2006 | S | 400 | D | \$ 17.25 | 3,338 | | D |
| Common Stock | 10/30/2006 | S | 400 | D | \$ 17.26 | 2,938 | | D |
| Common Stock | 10/30/2006 | S | 900 | D | \$ 17.27 | 2,038 | | D |
| Common Stock | 10/30/2006 | S | 500 | D | \$ 17.28 | 1,538 | | D |
| Common Stock | 10/30/2006 | S | 600 | D | \$ 17.29 | 938 | | D |
| Common Stock | 10/30/2006 | S | 500 | D | \$ 17.3 | 438 | | D |
| Common Stock | 10/30/2006 | S | 200 | D | \$ 17.31 | 238 | | D |
| Common Stock | 10/30/2006 | S | 100 | D | \$ 17.32 | 138 | | D |
| Common Stock | 10/30/2006 | S | 138 | D | \$ 17.36 | 0 | | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Granted 01/26/1997) | \$ 8.95 | 10/30/2006 | | M | 4,738 | <u>(5)</u> 01/26/2007 | Common Stock | 0 | |
| Stock Options (Granted 01/18/1998) | \$ 13.78 | | | | | <u>(5)</u> 01/18/2008 | Common Stock | 5,342 | |
| Stock Options (Granted 1/24/1999) | \$ 10.62 | | | | | <u>(5)</u> 01/24/2009 | Common Stock | 8,183 | |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | | <u>(5)</u> 01/23/2010 | Common Stock | 8,807 | |
| Stock Options (Granted 01/22/2001) | \$ 10.44 | | | | | <u>(5)</u> 01/22/2011 | Common Stock | 9,051 | |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | | | | | <u>(5)</u> 01/20/2012 | Common Stock | 5,366 | |
| Stock Options (Granted 01/20/2003) | \$ 13.75 | | | | | <u>(5)</u> 01/20/2013 | Common Stock | 5,270 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ORIE JAMES 138 COLLEGE AVENUE BEAVER, PA 15009 | | | Chief Legal Officer | |

Signatures

| | |
|----------------------|------------|
| /s/ James G. Orie | 11/01/2006 |
|----------------------|------------|

| | |
|------------------------------------|------|
| **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) 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.
- (2) Award of stock pursuant to the F.N.B. Corporation Restricted Stock and Incentive Bonus Plan. Vests 20% each year over a five year period.
- (3) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (4) Not applicable; stock option exercise.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.