

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 <sup>(2)</sup>	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (Granted 01/18/1998)	\$ 13.78					<sup>(3)</sup> 01/18/2008	Common Stock 5
Stock Options (Granted 01/24/1999)	\$ 10.62	11/03/2004		M	29,697	<sup>(3)</sup> 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					<sup>(3)</sup> 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					<sup>(3)</sup> 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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