

FNB CORP/FL/
Form 4
February 17, 2005

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 *
WURSTER GALE E

(Last) (First) (Middle)
1039 HIGHLAND ROAD

(Street)

SHARON, PA 16146

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

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)
VP/Assistant Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					3,707.9318	D	
Common Stock ⁽¹⁾					4,489.5308	D	
Common Stock					3,569.0948	I	By Trust (401k Plan)
Common Stock ⁽¹⁾					4,300	D	
Common Stock	02/15/2005		M	1,834 A \$ 10.62	1,834	D	

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Common Stock	02/15/2005	M	4,171	A	\$ 10.21	6,005	D
Common Stock	02/15/2005	M	4,325	A	\$ 10.44	10,330	D
Common Stock	02/15/2005	M	4,462	A	\$ 12.94	14,792	D
Common Stock	02/15/2005	M	2,909	A	\$ 13.75	17,701	D
Common Stock	02/15/2005	S	17,701	D	\$ 19.4638	0	D

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

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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
Stock Options (Granted 1/24/1999)	\$ 10.62	02/15/2005		M	1,834	<u>(2)</u> 01/24/2009	Common Stock	0
Stock Options (Granted 1/23/2000)	\$ 10.21	02/15/2005		M	4,171	<u>(2)</u> 01/23/2010	Common Stock	0
Stock Options (Granted 1/22/2001)	\$ 10.44	02/15/2005		M	4,325	<u>(4)</u> 01/22/2011	Common Stock	2,163
Stock Options (Granted 1/20/2002)	\$ 12.94	02/15/2005		M	4,462	<u>(4)</u> 01/20/2012	Common Stock	4,462

Stock Options (Granted 1/20/2003)	\$ 13.75	02/15/2005	M	2,909	<u>(4)</u>	01/20/2013	Common Stock	8,864
Common Stock Equivelant <u>(5)</u>	\$ 20.48				<u>(6)</u>	<u>(7)</u>	Common Stock	141.992

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WURSTER GALE E 1039 HIGHLAND ROAD SHARON, PA 16146			VP/Assistant Secretary	

Signatures

/s/ Gale E.
Wurster

02/17/2005

 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) Options are fully vested and are available for immediate exercise.
- (3) Not applicable; stock option exercise.
- (4) Options vest over a five year period, 20% each year on the anniversary of grant date.
- (5) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (6) Upon entitlement to amounts under exempt 401(k) Plan.
- (7) 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. 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.