

FNB CORP/FL/
Form DEF 14A
April 03, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule §240.14a-12

F.N.B. Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No:

3) Filing Party:

4) Date Filed:

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April 3, 2009

Dear Shareholder:

It is a pleasure to invite you to attend our 2009 Annual Meeting of Shareholders of F.N.B. Corporation (F.N.B.). The meeting will be held at 3:30 p.m., Eastern Daylight Time, on Wednesday, May 20, 2009, at the F.N.B. Technology Center Board Room located at 4140 East State Street, Hermitage, Pennsylvania 16148.

At the meeting, you will be asked to consider and vote upon the following: (i) election of the five (5) candidates for election as directors who have been nominated by our Nominating and Corporate Governance Committee; (ii) ratification of the appointment of an independent registered public accounting firm; and (iii) approval of F.N.B.'s overall executive compensation policies and procedures.

Your vote is important regardless of how many shares of stock you own. If you hold stock in more than one account or name, you will receive a proxy card for each.

Whether or not you plan to attend our Annual Meeting, please complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope we have provided to insure that your shares are represented at our Annual Meeting. Alternatively, you may vote via the Internet or by telephone by following the instructions on your proxy card. By voting now you will assure that your vote is counted even if you are unable to attend the Annual Meeting.

Please indicate on the card whether you plan to attend our Annual Meeting. If you attend and wish to vote in person, you may withdraw your proxy at that time.

As always, our directors, management and staff thank you for your continued interest in and support of F.N.B.

Stephen J. Gurgovits
Chairman, President and Chief Executive Officer

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April 3, 2009

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2009 Annual Meeting of Shareholders of F.N.B. Corporation will be held at 3:30 p.m., Eastern Daylight Time, on Wednesday, May 20, 2009, at the F.N.B. Technology Center Board Room located at 4140 East State Street, Hermitage, Pennsylvania 16148. At our Annual Meeting, our shareholders will vote on the following matters:

1. Election of the five (5) nominees for directors named in the accompanying proxy statement (namely, Philip E. Gingerich, Robert B. Goldstein, David J. Malone, Arthur J. Rooney, II and William J. Strimbu), each to serve as directors for a term of one year until the next Annual Meeting and until their successors are elected and qualified;
2. Ratification of the appointment of Ernst & Young LLP as the Corporation's independent registered public accounting firm for 2009;
3. Approval of the Corporation's overall executive compensation policy and procedures; and
4. Consideration of other matters that properly come before our Annual Meeting and any adjournment, postponement or continuation of our Annual Meeting.

Only shareholders of record as of the close of business on March 11, 2009, are entitled to notice of and to vote at our Annual Meeting.

It is important that your shares be represented and voted at our Annual Meeting, whether you own a few shares or many. Please complete, sign, date and return the enclosed proxy card in the envelope provided or vote via the Internet or telephone, whether or not you expect to attend our Annual Meeting in person.

BY ORDER OF THE BOARD OF DIRECTORS,

David B. Mogle, Corporate Secretary

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL SHAREHOLDERS MEETING TO BE HELD ON MAY 20, 2009.

THE F.N.B. CORPORATION PROXY STATEMENT AND 2008 ANNUAL REPORT TO SHAREHOLDERS ARE AVAILABLE AT

<http://www.fnbcorporation.com/corpdata/annualreports/2008/proxystatement2009.html>

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April 3, 2009

**One F.N.B. Boulevard
Hermitage, PA 16148**

PROXY STATEMENT

This proxy statement contains information relating to the 2009 Annual Meeting of Shareholders (Annual Meeting) of F.N.B. Corporation to be held on Wednesday, May 20, 2009, beginning at 3:30 p.m., Eastern Daylight Time, at the F.N.B. Technology Center Board Room located at 4140 East State Street, Hermitage, Pennsylvania 16148, and at any adjournment, postponement or continuation of the Annual Meeting. This proxy statement and the accompanying proxy are first being mailed to shareholders on or about April 3, 2009. Unless the context indicates otherwise, all references in this proxy statement to we, us, our, F.N.B., Company or the Corporation mean F.N.B. Corporation individually or collectively with its affiliates and subsidiaries, First National Bank of Pennsylvania (also referred to as FNBPA), First National Trust Company, First National Investment Services Company, LLC, F.N.B. Investment Advisors, Inc., First National Insurance Agency, LLC, Regency Finance Company, Bank Capital Services Corporation and F.N.B. Capital Corporation, LLC.

ABOUT OUR ANNUAL MEETING

What is the purpose of our Annual Meeting?

There are three proposals that will be presented for your consideration and vote at our Annual Meeting:

The election of five directors to serve for a term of one (1) year until the next Annual Meeting and until their successors are elected and qualified;

The ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2009; and

The approval of the Company s overall executive compensation policies and procedures.

Other business may be addressed at the meeting if it properly comes before the meeting. However, we are not aware of any such other business.

The use of cell phones, personal digital assistants (PDA s), pagers, recording and photographic equipment and/or computers is not permitted in the meeting room at the Annual Meeting.

VOTING

Who is entitled to vote at our meeting?

Our Board of Directors has set March 11, 2009, as the record date for the Annual Meeting. Only F.N.B. holders of our common stock of record at the close of business on the record date, March 11, 2009, are entitled to receive notice of and to vote at our Annual Meeting and any adjournment, postponement or continuation of our Annual Meeting. F.N.B. shareholders who plan to attend the Annual Meeting may obtain driving directions to the meeting location by contacting our investor relations representative, Jennifer DeFazio at (888) 981-6000.

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What are the voting rights of our shareholders?

The only class of securities that is outstanding and entitled to vote at the Annual Meeting is common stock of the Corporation. As of the March 11, 2009 record date, 89,037,009 shares of Company common stock were outstanding and entitled to one vote with respect to each matter to be voted on at our Annual Meeting.

How do I vote?

You can vote either in person at the Annual Meeting or by proxy whether or not you attend the Annual Meeting. Our Board of Directors is asking for your proxy. When you or your authorized attorney-in-fact gives us your proxy, you authorize us to vote your F.N.B. stock in the manner you specify on your proxy card. Giving a proxy allows your shares to be voted at the Annual Meeting even if you do not attend the meeting in person. If your shares are in an account at a bank or securities broker (that is, in street name), you will receive an instruction card and information about how to give voting instructions.

If you hold your shares directly, to vote by proxy you must do one of the following:

Complete, sign, date and return the enclosed proxy card in the envelope provided; the envelope requires no postage if mailed in the United States.

Vote by Internet. Instructions are provided on your proxy card. Our Internet voting system has been designed to provide security for the voting process and to confirm that your vote has been recorded accurately. If you vote by Internet, you may incur costs associated with electronic access, such as usage charges from Internet service providers and telephone companies.

Vote by telephone using the instructions on your proxy card.

If you are a registered shareholder and attend our Annual Meeting, you may deliver your completed proxy card in person or request a voting ballot at the meeting. Even if you returned a proxy before the Annual Meeting, you may withdraw it and vote in person.

If you want to vote in person at the Annual Meeting and you hold your F.N.B. shares in an account at a bank or brokerage firm, you will need to obtain a signed proxy card from the brokerage firm or the bank that holds your F.N.B. stock. If your F.N.B. stock is registered in the name of a bank or brokerage firm, you also may be eligible to vote your shares electronically over the internet or by telephone. Many banks and brokerage firms participate in the Broadridge Financial Solutions, Inc. (Broadridge) online program. This program provides eligible shareholders who receive a paper copy of this joint proxy statement/prospectus the opportunity to vote via the internet or by telephone. If your bank or brokerage firm is participating in Broadridge's program, your proxy card will provide the instructions. If your proxy card does not reference internet or telephone information, please complete and return the proxy card in the enclosed self-addressed, postage paid envelope.

Shareholders voting by means of the Internet or telephone, as we provided above, have been authorized by the Company Board and complies with Florida law regarding proxies granted by means of electronic transmission. Shareholders voting in that manner will be treated as having transmitted a properly authenticated proxy for voting purposes.

Who can attend our Annual Meeting?

All shareholders as of the close of business on March 11, 2009, (the record date), or their duly appointed proxies, may attend our Annual Meeting. Even if you currently plan to attend our Annual Meeting, we recommend that you vote by either mailing us your completed proxy card or by submitting your vote via the Internet or telephone as described above so that your vote will be counted at the meeting if you later decide not to attend our Annual Meeting.

If you hold your shares in street name, you will need to bring a copy of a brokerage statement reflecting your ownership of Company stock as of March 11, 2009, and check in at the registration desk at our Annual Meeting.

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What constitutes a quorum?

The presence at our Annual Meeting, in person or by proxy, of the holders of a majority of our outstanding shares of common stock on the record date (see discussion under the question, *What are the voting rights of our shareholders?*) will constitute a quorum, permitting the conduct of business at our Annual Meeting. If you return a properly completed proxy card or vote in person at our Annual Meeting, you will be considered present for purposes of establishing a quorum. Proxies received, but marked as abstentions, and broker non-votes, will be included in the calculation of the number of shares considered to be present for purposes of determining a quorum.

May I change my vote after I return my proxy?

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised by filing with our Corporate Secretary either a notice of revocation or a duly executed proxy bearing a later date. The powers of the proxy holders will be revoked if you attend our Annual Meeting in person and request that your proxy be revoked. If your proxy is not properly revoked, we will vote your shares as indicated by your most recent valid proxy.

How do I vote if my shares are held in street name ?

If you hold your shares in street name in an account at a bank or brokerage firm, we generally cannot mail our proxy materials directly to you. Instead, your bank or brokerage firm will forward our proxy materials to you and tell you how to give them voting instructions for your F.N.B. shares.

New York Stock Exchange (NYSE) rules allow banks, brokers or other nominees to vote shares held by them for a customer on matters that the NYSE determines to be routine, even though the bank, broker or other nominee has not received voting instructions from the customer. A broker non-vote occurs when a bank, broker or other nominee has not received voting instructions from the customer and the bank, broker or nominee cannot vote the customer's shares because the matter is not considered routine under the NYSE rules.

What if I fail to instruct my broker?

Under the NYSE rules, banks, brokers and other nominees may vote shares of the Company common stock that they hold for the benefit of another person, without specific instructions from that person with respect to various matters that the NYSE has determined to be routine (including the election of directors and the ratification of the selection of the independent registered public accounting firm). Therefore, if your shares are held by a broker and you do not give your broker instructions on how to vote your shares, your broker may vote your shares with respect to Proposal 1, Proposal 2 and Proposal 3 as it may determine.

How do I vote my 401(k) Plan shares?

If you participate in the F.N.B. Corporation Progress Savings 401(k) Plan (401(k) Plan), you may vote the number of shares of common stock credited to your account as of the record date. You may vote by instructing First National Trust Company, the trustee of our 401(k) Plan, pursuant to the proxy card being mailed with this proxy statement to plan participants. The trustee will vote your shares in accordance with your duly executed proxy card, provided that the trustee receives it by 3:00 a.m., Eastern Daylight Time, on Friday, May 15, 2009.

If you do not send your proxy card, your shares credited to your 401(k) Plan account will be voted by the trustee in the same proportion that it votes the shares for which it did timely receive proxy cards.

You may also revoke a previously given proxy card until 3:00 a.m., Eastern Daylight Time on Friday, May 15, 2009, by filing with the trustee either a written notice of revocation or a properly completed and signed proxy card bearing a later date.

What vote is required to approve each matter?

Action by the shareholders on each of the proposals presented at our Annual Meeting requires the presence of a quorum at the Annual Meeting, in person or by proxy (see discussion under the question, What constitutes a quorum?).

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Under Proposal 1, directors are elected by a plurality of the votes cast in person or by proxy at our Annual Meeting.

Plurality means that the five (5) nominees receiving the largest number of votes cast to be elected at our Annual Meeting. Shares cannot be voted for a greater number of persons than five (5) director nominees. At our Annual Meeting, the maximum number of directors to be elected shall be five (5). Shares marked ABSTAIN on your proxy card will have no impact on the election of directors. Unless a properly executed proxy card is marked WITHHOLD authority as to any or all nominees, the proxy given will be voted FOR each of the Corporation's nominees for director.

The affirmative vote of a majority of the votes cast on Proposal 2 at the Annual Meeting, whether in person or by proxy, is required for approval of Proposal 2. For purposes of the vote on Proposal 2, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote.

Under Proposal 3, approval of the Company's executive compensation policies and procedures would require that the number of votes cast in favor of the proposal exceed the number of votes cast against it. Abstentions and broker non-votes will not be counted as votes cast and therefore will not affect the determination as to whether the Company's executive compensation policies and procedures are approved. Because this shareholder vote is advisory, it will not be binding upon the Board of Directors. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

Unless you hold your shares in street name in an account at a bank or broker if you sign your proxy card with no further instructions, your shares will be voted in accordance with the recommendations of our Board with respect to Proposal 1, Proposal 2 and Proposal 3 (see discussion under the question, What are our Board's recommendations?).

What are our Board's recommendations?

Our Board of Directors recommends a FOR vote on the following proposals to be considered at our Annual Meeting:

the elections of Philip E. Gingerich, Robert B. Goldstein, David J. Malone, Arthur J. Rooney, II and William J. Strimbu to serve as directors until our 2010 Annual Meeting and until their successors are elected and qualified;

the ratification of the selection of Ernst & Young, LLP as our independent registered public accounting firm for the Company for 2009; and

the approval of F.N.B.'s overall executive compensation policies and procedures employed by the Company, as described in F.N.B.'s Proxy Statement for the 2009 Annual Meeting of Shareholders.

Who will pay the costs of soliciting proxies on behalf of the Corporation?

We are making this solicitation and will pay the cost of soliciting proxies for the Annual Meeting, including the expenses of preparing and mailing this proxy statement. In addition to mailing these proxy materials, the solicitation of proxies or votes may be made in person or by telephone, e-mail or telegram by our regular officers and employees, none of whom will receive special compensation for such services. Upon request, we will also reimburse brokers, nominees, fiduciaries and custodians and persons holding shares in their names or in the names of nominees for their reasonable expenses in sending proxies and proxy material to beneficial owners. F.N.B. has retained the firm of Regan & Associates, Inc. to assist it in the solicitation of proxies and has agreed to pay Regan & Associates, Inc. up to \$16,000.00.

How can I be admitted to the meeting?

The proxy card you received allows you to indicate whether you plan to attend our Annual Meeting. When you arrive at the meeting, you will be asked to register inside the entry way to the F.N.B. Technology Center Building. If you hold your F.N.B. shares in street name at an account at a bank or broker, your name will not appear on our shareholder list. In such instance, please bring an account statement or a letter from your broker showing your shareholdings as of the March 11, 2009, record date, and present that documentation at the meeting registration desk in order to be permitted to attend our Annual Meeting.

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Everyone who attends our Annual Meeting must abide by our rules for the conduct of the meeting.

Who can answer my questions?

Should you have questions concerning these proxy materials or the Annual Meeting, or otherwise wish to request additional copies of this proxy statement or proxy card, you may call David B. Mogle who is F.N.B.'s Corporate Secretary at (888) 981-6000.

How can I avoid receiving more than one set of proxy materials in future years?

If two or more shareholders live in your household, you may have received more than one set of our proxy materials. This may also happen if you maintain more than one shareholder account on the books of our transfer agent. We have made a delivery method for proxy materials called *householding* available to our shareholders. If you consent to *householding*, only one annual report and one proxy statement will be delivered to your address; however, a separate proxy card will be delivered for each account. Please refer to the section titled, *Other Matters* at the end of this proxy statement for more information regarding *householding*.

How can I find out the voting results of our Annual Meeting?

The preliminary voting results will be announced at our Annual Meeting. The final voting results will be published in our quarterly report on Form 10-Q for the second quarter of 2009.

Proposal 1. Election of Directors

General Information Regarding Director Nominees

The Bylaws of the Corporation provide that the Board of Directors shall consist of not fewer than five (5) nor more than twenty-five (25) persons, the exact number to be determined from time to time by the Board.

The Board fixed the number of directors as of the Annual Meeting date at fifteen (15).

The Bylaws had formerly provided for classification of the directors into three classes with the term of office of the directors of each class to expire at the third annual meeting after their election. In consideration of contemporary corporate governance practices and the request of F.N.B. shareholders, the Corporation's Board of Directors unanimously voted to amend and restate the Corporation's Bylaws to declassify the Corporation's Board of Directors on December 17, 2008. Under the amendment, each director in office on December 17, 2008, will continue to serve until the expiration of the term of office to which the director was most recently elected or appointed or the director's earlier death, resignation, retirement, disqualification or removal. After December 17, 2008, each director who is elected at any meeting of shareholders or appointed to fill a vacancy on the board shall serve a one year term and until such director's successor is elected and qualified. Therefore, assuming that each currently serving director serves the remaining full term to which he or she was elected or appointed, the Corporation's shareholders will vote to elect the entire board of directors each year commencing with the annual meeting of shareholders to be held in 2011.

Accordingly, the following former Class II directors, whose terms expire at our Annual Meeting, have been nominated by the Board of Directors for re-election at our Annual Meeting, to continue to serve until the next Annual Meeting in 2010 and the election of their successors: Philip E. Gingerich, Robert B. Goldstein, David J. Malone, Arthur J. Rooney, II, and William J. Strimbu.

Each director shall hold office for the term for which he or she is elected and thereafter until his or her successor is duly elected and qualified or until his or her earlier death, retirement, resignation or removal.

Relevant biographical information concerning the nominees for election at F.N.B.'s Annual Meeting and other Company directors who will remain in office until the expiration of their respective terms is described under the caption titled "Information Concerning Directors and Executive Officers" of this proxy statement.

THE BOARD RECOMMENDS A VOTE FOR ALL OF THE NOMINEES IDENTIFIED IN THE ABOVE DISCUSSION FOR ELECTION AS DIRECTORS (ITEM 1 ON THE PROXY CARD).

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Each of the director nominees has consented to being named in this proxy statement and to serve if elected. In the event one or more of the director nominees is unable or unwilling to serve as a director for any reason (the Corporation knows of no such reason), or should any nominee be unavailable for election by reason of death or other unexpected occurrence, the enclosed proxy, to the extent permitted by applicable law, may be voted by us with discretionary authority in connection with the nomination by the Board and the election of any substitute nominee. In addition, the Board may reduce the number of directors to be elected at the meeting.

Proxies, unless indicated to the contrary, will be voted FOR the election of Messrs. Gingerich, Goldstein, Malone, Rooney and Strimbu with terms expiring at the 2010 Annual Meeting.

Table of Contents**INFORMATION CONCERNING DIRECTORS AND EXECUTIVE OFFICERS**

The table below lists the names of the five nominees to serve as directors, the ten incumbent directors who will be continuing in office following the Annual Meeting, and each executive officer named in the Summary Compensation Table of this proxy statement, together with: their principal occupations/business experience during the past five years; any family relationship between the officers, directors and nominees; any other current directorships they hold with publicly held companies; their ages; the year in which each director was first elected a director of the Company and the expiration of his/her term; and the amount and percentage of Company common stock which each executive officer or director or nominee owns and the amount owned by all of our executive officers, directors and nominees as a group as of March 11, 2009:

Directors and Executive Officers

Name and Principal Occupation (during past 5 years)	Age	Director Since	Expiration of Term of Office as Director (a)	Amount and Nature of Beneficial Ownership of Common Stock (b)(c)	Percent (d)
Stephen J. Gurgovits* Chairman of the Corporation since January 1, 2008; Acting CEO and President of the Corporation since February 11, 2009; CEO of the Corporation from January 2004 to April 2008; Acting CEO and President of FNBPA since February 11, 2009; President of the Corporation from January 2004 to January 2008; Chairman of FNBPA since 2004; and President and CEO of FNBPA 1988 to 2004	65	1981	2010	299,867(e)	
William B. Campbell Retired Businessman	70	1975	2010	76,223(f)	
Henry M. Ekker Partner of Ekker, Kuster, McConnell & Epstein, LLP, Hermitage, Pennsylvania (law firm)	70	1994	2011	33,774	
Philip E. Gingerichu Director of Omega Financial Corporation (bank holding company) from 1994 to 2008; and retired Real Estate Appraiser and Consultant	71	2008	2009	134,683(g)	
Robert B. Goldsteinu	68	2003	2009	95,200	

Principal of CapGen Financial Advisors LLC, New York, New York, since 2007 (fund manager); Director and Chairman of Executive Committee of Great Lakes Bancorp, Buffalo, New York from 2005 to 2006 (financial services); and Chairman of the Board of Bay View Capital Corp from 2001 to 2006 (financial services)

Dawne S. Hickton 51 2006 2011 6,348

Vice Chairman and CEO of RTI International Metals, Inc. (RTI), (titanium company) Pittsburgh, Pennsylvania, since April 2007; Senior Vice President Administration, Chief Administrative Officer, General Counsel and Corporate Secretary of RTI from 2005 to 2007; and Vice President and General Counsel of RTI from 1997 to 2005

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Name and Principal Occupation (during past 5 years)	Age	Director Since	Expiration of Term of Office as Director (a)	Amount and Nature of Beneficial Ownership of Common Stock (b)(c)	Percent (d)
David J. Maloneu President and CEO of Gateway Financial, Pittsburgh, Pennsylvania (financial services) since 2004; Vice President and CFO of Gateway Financial from 1997 to 2004	54	2005	2009	26,455(h)	
D. Stephen Martz Director of Omega Financial Corporation (bank holding company) from 1994 to 2008; Business Development Officer with Omega from 2002 to 2004; and President and Chief Operating Officer of Omega from 1994 to 2002	66	2008	2011	139,441(i)	
Peter Mortensen Chairman of the Corporation from 1988 to 2007; Chairman of the Corporation's subsidiary, FNBPA 1988-2004; and Chairman of the Corporation's Executive Committee from 1996 to 2007	73	1974	2011	5,562	
Robert V. New, Jr.*# CEO of the Corporation from April 1, 2008 to February 11, 2009; President of the Corporation from January 15, 2008 to February 11, 2009; President and CEO of Green Bank, Houston, Texas, from 2006 to 2008; President and CEO of New Consulting Group, Inc. (financial institution consultant), 2005 to 2007; Executive Vice President of Hibernia National Bank, New Orleans, Louisiana, from 2004 to 2005; and Chief Banking Officer of Coastal Banc, Houston, Texas from 2001 to 2004	57	#	#	5,845	
Harry F. Radcliffe Investment Manager	58	2002	2010	124,605(j)	
Arthur J. Rooney, II President, Pittsburgh Steelers Sports, Inc., Pittsburgh, Pennsylvania (professional sports franchise); Of Counsel to Buchanan, Ingersoll & Rooney LLP, Pittsburgh,	56	2006	2009	13,943	

Pennsylvania since 2006 (law firm); and
 shareholder of Klett, Rooney, Lieber &
 Schorling LLP, Pittsburgh, Pennsylvania from
 1988 to 2006 (law firm)

John W. Rose	59	2003	2010	89,686(k)
Principal of CapGen Financial Advisors LLC, New York, New York, since 2007 (fund manager); and President of McAllen Capital Partners, Inc., Hermitage, Pennsylvania since 1991 (investment management)				

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Name and Principal Occupation (during past 5 years)	Age	Director Since	Expiration of Term of Office as Director (a)	Amount and Nature of Beneficial Ownership of Common Stock (b)(c)	Percent (d)
Stanton R. Sheetz CEO of Sheetz, Inc. (Sheetz), 1995 to present (owns chain of convenience stores in Mid-Atlantic states); Director of Sheetz from 1981 to present; Director of Omega Financial Corporation (bank holding company) from 1994 to 2008; Director of Quaker Steak and Lube Restaurant, Inc. from 2005 to present	53	2008	2010	112,549	
William J. Strimbu President, Nick Strimbu, Inc., Brookfield, Ohio, since 1994 (common carrier)	48	1995	2009	61,668	
Earl K. Wahl, Jr. Owner, J.E.D. Corporation, Somerset, Pennsylvania (environmental consulting)	68	2002	2011	38,932	
Brian F. Lilly* CFO of the Corporation since January 2004; and Chief Administrative Officer of FNBPA since 2003	51	N/A	N/A	39,017	
Vincent J. Calabrese* Corporate Controller of the Corporation since 2007; and Senior Vice President, Controller and Chief Accounting Officer of Peoples Bank, Connecticut from 2003 to 2007	46	N/A	N/A	12,835	
Vincent J. Delie, Jr.* Senior Executive Vice President of FNBPA since June 2008; Regional President and CEO of FNBPA from October 2005 to June 2008; and Executive Vice President and Division Manager of Banking for National City Bank from December 2003 to September 2005	44	N/A	N/A	16,421	
Louise C. Lowrey* Executive Vice President of FNBPA since January 2005; Senior Vice President of FNBPA from January 2004 to January 2005	56	N/A	N/A	29,823(1)	
	N/A	N/A	N/A	1,509,167	1.7

All Directors and Executive Officers as a Group (24 persons)

- * Denotes persons who served as an executive officer of the Corporation during 2008.
- u Denotes persons nominated for election to the Corporation's Board of Directors at our 2009 Annual Meeting.

Denotes family relationship between any director, executive officer or nominee named in the Summary Compensation Table of this proxy statement.
- # Robert New resigned his positions as the Corporation's Chief Executive Officer, President and Director on February 11, 2009.
- (a) The term of office for directors expire at the Annual Meeting to be held during the year indicated in this column and upon the election of the directors' successors.
- (b) Includes the following shares that the director or officer has the right to acquire within sixty days upon exercise of the vested stock options: Mr. Gurgovits, 106,646 shares; Mr. Gingerich, 8,088 shares; Mr. Martz,

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20,475 shares; Mr. Radcliffe, 2,937 shares; Mr. Sheetz, 8,088 shares; Mr. Strimbu, 2,138 shares; Mr. Guerrieri, 20,536 shares; Ms. Lowrey, 4,580 shares; and Mr. Orie, 28,494 shares.

- (c) Except as otherwise indicated, each director possesses sole voting power and sole investment power as to all shares listed opposite his or her name or shares these powers with his or her spouse or a wholly-owned company.
- (d) Unless otherwise indicated, represents less than 1% of all issued and outstanding F.N.B. common stock.
- (e) Includes 444 shares owned by Mr. Gurgovits wife and 9,506 shares owned by Mr. Gurgovits wife as a participant in her personal profit sharing account.
- (f) Includes 2,072 shares owned by Mr. Campbell s wife.
- (g) Includes 62,682 shares owned by Mr. Gingerich s wife.
- (h) Includes 2,700 shares owned by Mr. Malone s children.
- (i) Includes 19,378 shares held in an IRA for Mr. Martz and 887 shares held in an ESOP for Mr. Martz.
- (j) Includes 5,976 shares owned by Mr. Radcliffe s wife.
- (k) Includes 510 shares owned by Mr. Rose s wife.
- (l) Includes 1,173 shares owned by the estate of Ms. Lowrey s husband.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the Exchange Act) requires our executive officers and directors, as well as persons who own 10% or more of any class of our equity securities, file reports of their ownership of our securities, as well as statements of changes in such ownership, with the Securities and Exchange Commission (the SEC). To our knowledge, based solely on a review of copies of the reports filed on behalf of our directors and executive officers and written representations received from our executive officers and directors (we do not have any shareholders who own 10% or more of any class of our equity securities), no other reports were required, and based on our review of the statements of ownership changes filed by our executive officers and directors with the SEC during 2008, we believe that except for one delinquent Form 4 filing by Messrs. Sheetz, resulting from an inadvertent administrative oversight by the Corporation, all such filings required during 2008 were made on a timely basis.

Security Ownership of Certain Beneficial Owners

We are not aware of any shareholder who was the beneficial owner of more than 5% of the outstanding shares of common stock as of December 31, 2008, except for the entity identified in the table below who has filed a Schedule 13G with the SEC:

Name and Address	Amount and Nature of Beneficial Ownership(1)	Percent of Outstanding Common Stock Beneficially Owned(3)
------------------	--	---

Barclays Global Investors, NA	2,203,252(2)	2.46%
Barclays Global Fund Advisors	5,214,020(2)	5.81%
Total	7,417,272(2)	8.27%
45 Fremont Street San Francisco, CA 94105		

- (1) Under the regulations of the SEC, a person who has or shares voting or investment power with respect to a security is considered a beneficial owner of the security. Voting power is the power to vote or direct the voting of shares, and investment power is the power to dispose of or direct the disposition of shares.
- (2) According to the Schedule 13G filed under the Exchange Act on February 6, 2009, Barclays Global Investors, NA has sole voting power of 1,996,298 shares and sole dispositive power of 2,203,252 shares, and Barclays Global Fund Advisors has sole voting and dispositive power of 5,214,020 shares.
- (3) Based on 89,700,152 shares of Corporation common stock outstanding as of December 31, 2008.

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CORPORATE GOVERNANCE

The Company has developed and operates under corporate governance principles and practices which are designed to maximize long-term shareholder return, align the interests of the Board and management with those of the Company's shareholders, and promote the highest ethical conduct among the Company's directors, management and employees.

You can find more specific details about these and other F.N.B. corporate governance policies and practices in this proxy statement and F.N.B.'s Corporate Governance Guidelines available on F.N.B.'s website at www.fnbcorporation.com under the tab, Corporate Governance, and then clicking on the heading, F.N.B. Corporation Corporate Governance Guidelines. The Corporate Governance Guidelines are also available in print to any shareholder who requests them by contacting us at: F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, Pennsylvania 16148 c/o Corporate Secretary. Highlights of portions of the Company's Corporate Governance Guidelines, as well as some of F.N.B.'s corporate governance policies, practices, procedures and related matters are described below.

All of the directors are independent (under the definition of independence established by the Corporate Governance Guidelines and the criteria of the NYSE), with the exception of F.N.B. Chairman, President and Chief Executive Officer, Mr. Gurgovits.

Shareholders may communicate directly with the Board or any Board Committee, or any individual director.

The Audit, Nominating and Corporate Governance and Compensation Committees are composed entirely of independent directors.

Each of the regular Board committees has a written charter that is reviewed and reassessed annually.

Audit Committee members cannot serve on more than two other public company audit committees without the approval of the Board of Directors.

The F.N.B. internal audit function is overseen by our internal auditor, who reports directly to the Audit Committee.

The Compensation Committee retained an independent compensation consultant to provide the Committee with advice and guidance on F.N.B.'s executive compensation program.

F.N.B. conducts an annual self-evaluation process of the Board, the Audit, Nominating and Corporate Governance and Compensation Committees and the individual F.N.B. directors.

F.N.B.'s Code of Conduct and Code of Ethics for directors, officers, and employees are disclosed on the Corporate Governance page of F.N.B.'s website at www.fnbcorporation.com, and a copy of these Codes may be obtained by written request to our Corporate Secretary (see instructions in bolded paragraph below).

The Nominating and Corporate Governance Committee will consider director candidates recommended by shareholders.

The Audit, Nominating and Corporate Governance, and Compensation Committee charters are posted at www.fnbcorporation.com under the tab, Corporate Governance, and you may obtain a copy of the charters may

be obtained by written request to our Corporate Secretary (see instructions in bolded paragraph below).

We expect each of our directors to attend director education programs accredited by RiskMetrics Group, at least once every three years.

Shareholder voting is confidential.

The Board recognizes the importance of independent leadership on the Board, as evidenced by its establishment of a Lead Director position.

This portion of the proxy statement provides an overview of our corporate governance policies and practices including information about our compliance with the NYSE's corporate governance rules which the SEC has

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approved. The NYSE's rules are designed to ensure the integrity of public companies' corporate governance processes. The NYSE and SEC intend that these disclosures will enhance the transparency of the operations of public company boards of directors.

We encourage you to visit the Corporate Governance page of our corporate website at www.fnbcorporation.com for additional information about our Board, its committees, our Corporate Governance Guidelines, Code of Ethics and Code of Conduct of our Company. Additional information on these topics is also included in other sections of this proxy statement.

If you would like to have printed copies of the F.N.B. Corporate Governance Guidelines, the F.N.B. Corporation Codes of Conduct and Ethics or the charters of the Board's Audit, Nominating and Corporate Governance or Compensation Committees (all of which are posted on our corporate website), please send your written request to: F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, Pennsylvania 16148, Attention: Corporate Secretary. We will provide the material at no cost to you.

Director Independence

Background. As a company that has securities listed on the NYSE, we are required to have a majority of independent members on our Board must be independent. Under the NYSE's corporate governance rules, no director qualifies as independent unless our Board affirmatively determines that the director has no material relationship with F.N.B. The fact that a director or member of a director's immediate family may have a material relationship with F.N.B. directly or as a partner, owner, shareholder, or officer of an organization that has a relationship with F.N.B. will not necessarily preclude such director from being nominated for election to the Board. However, the Board may not determine any director to be independent if that director has any relationship covered by one of five bright-line independence tests established by the NYSE, or the categorical independence standards established by F.N.B.'s Corporate Governance Guidelines, as discussed below.

The New York Stock Exchange's bright-line independence tests. The NYSE has adopted five bright-line independence tests for directors. The NYSE's director independence requirements are designed to increase the quality of Board oversight at listed companies and to lessen the possibility that damaging conflicts of interests will influence Board decisions. Each of these tests describes a specific set of circumstances that would cause a director not to be independent from our management. The NYSE's corporate governance rules do not define every relationship that will be considered material for purposes of determining a director's independence from our management. Material relationships can include commercial, business, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. For example, one of the bright-line independence tests provides that a director who is an employee of F.N.B. or its affiliates, or whose immediate family member is an executive officer of F.N.B., is not independent until three years after the end of the employment relationship.

The four other bright-line independence tests provide that a director cannot be considered independent if:

the director or an immediate family member of the director has received more than \$120,000 in direct compensation from F.N.B. or its affiliates, (except for certain permitted payments such as directors fees) during any twelve-month period;

the director or an immediate family member of the director is employed by or a partner of either F.N.B.'s internal or external auditors;

the director or an immediate family member of the director has been an executive officer of another company at the same time any of F.N.B.'s executive officers served on the compensation committee of such

company; and

(The F.N.B. Corporate Governance Guidelines incorporate the NYSE definition of the term "immediate family member" to include a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who resides in the director's home.

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the director is a current employee, or an immediate family member of the director is a current executive officer of, a company that makes payments to, or receive payments from, F.N.B. above annual thresholds specified by the NYSE.

Categorical standards of director independence adopted by our Board of Directors. The NYSE's corporate governance rules permit a listed company's board of directors to adopt categorical standards of director independence. Categorical standards permit a board of directors to determine in advance that specific categories of relationships between a listed company and a director do not, by themselves, render a director non-independent. Of course, categorical standards of independence cannot override or lower the standards in the bright-line independence tests established by the NYSE. Categorical standards are intended to assist a board in making determinations of independence. The NYSE recognizes that the adoption and disclosure of categorical standards provide investors with an adequate means of assessing the quality of a board's independence and its independence determinations, while avoiding excessive disclosure of immaterial relationships.

Our Board, acting on the recommendation of its Nominating and Corporate Governance Committee, has adopted categorical standards of independence. Our Board applies these standards at least annually in determining the independence of the individual members of F.N.B.'s Board of Directors. These categorical standards are set forth in the F.N.B. Corporation Corporate Governance Guidelines, and can be found on our website at www.fnbcorporation.com under the tab for Corporate Governance.

The F.N.B. categorical standards of independence generally provide, among other things, that ordinary course business relationships do not constitute material relationships. These categorical standards generally permit directors (or any entity or partnership of which such director or immediate family member is an officer, partner, director or 10% equity owner) to provide consulting, legal, business or other services or products within ordinary course relationships as long as these relationships do not represent a significant financial relationship for F.N.B. or the service or product provider. A significant financial relationship is deemed not to exist if such service or product provider has made payments to, or received payments from the Company, or its affiliates, in an amount that, in any of the last five fiscal years does not exceed the greater of \$1,000,000 or 2% of such entity's consolidated gross revenues.

Also, under F.N.B.'s categorical standards, the determination of whether a director is independent includes an evaluation of any transactions and relationships between each director, any member of his or her immediate family or his or her related business entities and the Company or its subsidiaries and affiliates. Our categorical independence standards generally require the F.N.B. Board of Directors to examine the relevant facts and circumstances involved in transactions and relationships between directors, including their immediate family members, any entity or partnership in which they or their immediate family members have an ownership interest or employment relationship, (subsequently such relationships are referred to in this proxy statement as related business interest(s)), and our Company or affiliates or transactions with members of our senior management. In instances where a director, officer, his/her immediate family member or related business interest(s) is a client of F.N.B., or any of its affiliates, such business relationship will not be deemed to be material if it was entered into in the ordinary course of business on terms substantially similar to those that would be offered to comparable customers in similar circumstances, and termination of the business relationship is not reasonably expected to have a material adverse effect on the financial condition, results of operations, or business of F.N.B., its affiliates or the director, his/her immediate family member or the related business interest(s).

F.N.B.'s categorical standards provide that a material relationship will not be considered to exist where F.N.B.'s contributions to a non-profit entity, for which an F.N.B. director is an officer, do not exceed 5% of the non-profit's total revenues.

Because banking is a significant portion of our business, attention is given to lending and other financing transactions involving a director, his or her immediate family member and entities which they control, and FNBPA or any of its affiliates. Our Board of Directors has determined that a director's independence is not affected where there is a loan relationship made in the ordinary course between FNBPA and the director, his/her immediate family member or related business interest(s) or immediate family member and such loan conforms with applicable bank policies and federal regulatory requirements, is performing in accordance with its contractual terms and has not been adversely classified or specifically mentioned by the federal bank examiners or FNBPA's internal loan review

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process. In addition a director's participation in subordinated debt, private equity, mezzanine financing or other financial transactions entered into by our subsidiary, F.N.B. Capital Corporation, LLC, will not be deemed to create a material relationship if the director, the director's immediate family member, or the related business interest, participates in such transaction and the transaction is made on terms substantially the same as those pursuant to which F.N.B. Capital Corporation, LLC participates, unless the director or immediate family member is an officer, director or owner of 10% or more of the equity of the enterprise, business or entity to which F.N.B. Capital Corporation, LLC provides such financing or equity.

Where a director or a director's immediate family member is associated as a partner or associate of, or of counsel to, a law firm that provides services to the Company or any of its affiliates, such relationship will not be deemed material if neither the director nor an immediate family member of the director provides such services to F.N.B. or its affiliates and the payments received from F.N.B. or its affiliates do not exceed 2% or \$1,000,000, whichever is greater, of the law firm's gross revenues in any of the prior five years.

Also, the Corporate Governance Guidelines require that the Board broadly consider all relevant facts and circumstances especially in situations not covered by the NYSE bright-line or F.N.B.'s categorical independence standards.

As required by the NYSE's corporate governance rules, we disclose in this proxy statement any director relationships with us that meet either the NYSE bright-line independence tests or F.N.B.'s categorical independence standards. In certain limited cases, a director may have a relationship that is described by a categorical independence standard and NYSE bright-line independence test. In such a case, the bright-line test will determine whether the director's relationship is a material relationship that prohibits a determination of independence by our Board.

Director Independence Determinations

On February 18, 2009, the Board, with the assistance of the Nominating and Corporate Governance Committee, conducted an evaluation of director independence, based on the director independence standards set forth in the Company's Corporate Governance Guidelines, the NYSE rules and applicable SEC rules and regulations. In connection with this review, the Board evaluated banking, commercial, business, investment, legal, charitable, consulting, familial or other relationships with each director or immediate family member and their related business interest(s) and the Company and its affiliates, including those relationships described under the caption, "Related Persons Transactions," in this proxy statement.

As a result of this evaluation, the Board affirmatively determined that each of Messrs. Campbell, Ekker, Gingerich, Goldstein, Martz, Malone, Mortensen, Radcliffe, Rooney, Rose, Sheetz, Strimbu and Wahl and Ms. Hickton is an independent director under the Company's director independence standards, the NYSE rules and the applicable SEC rules and regulations. In connection with the evaluation, the Board considered that in addition to the fact that the Company's various affiliates provided lending, wealth management, insurance and other financial services in the ordinary course of business to certain of the directors, their immediate family members and their related business interest(s), some directors, their immediate family members and their related business interest(s) provided services to the Company and its affiliates or participated in transactions with the Company's merchant banking affiliate, and concluded that none of these relationships were material. In particular, the Board considered the following relationships:

In 2007 and 2008, Director Rose and Director Goldstein provided subordinated financing to business enterprises to which the Company's subsidiary, F.N.B. Capital Corporation, LLC, also provided financing. However, prior to these transactions neither Director Rose nor Director Goldstein had any ownership interest in these enterprises nor were either of them a director or officer of these entities. Further, Directors Rose and

Goldstein's participation in the subject financing arrangements were on the same terms as were negotiated by F.N.B. Capital Corporation, LLC.

Director Rooney is of counsel to a law firm that provided legal services to an F.N.B. affiliate in 2008. Moreover, Director Rooney did not receive special consideration, including bonuses, as a result of the legal services provided to the Company. The legal fees paid by the Company and its affiliates to the law firm in 2008 was less than the threshold amount prescribed under the NYSE brightline standard and did not approach the 2% of consolidated revenue threshold contained in the Company's categorical independence standards.

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FNBPA leases a corporate box at Heinz Field in Pittsburgh, Pennsylvania, and has purchased tickets and paid for food and beverages to entertain clients at various events held there, including Pittsburgh Steelers football games. Director Rooney is President and part owner of the Pittsburgh Steelers Sports, Inc. The total amount paid by FNBPA in connection with the corporate box lease and ticket purchases made in connection with the use of the corporate box was less than the threshold amount prescribed under the NYSE brightline tests and the F.N.B. categorical director independence standards and constitutes in the aggregate a nominal portion of the Pittsburgh Steelers Sports, Inc.'s consolidated gross revenues in 2008. Director Rooney does not receive any special consideration, including any bonus, as a result of this relationship.

To our knowledge, the aggregate grants, donations and contributions made by the Company or its affiliates to any non-profit organization for which one of our directors served as an officer did not exceed 2% of such organization's consolidated gross revenues in 2008.

Our Board affirmatively determined that Mr. Gurgovits is not independent under the NYSE corporate governance rules and F.N.B.'s categorical director independence standards because he is the principal executive officer of the Company.

Executive Sessions of the Board of Directors

The Company's policy is that our Board of Directors hold at least one executive session per year exclusively attended by outside independent members of the Board. The Lead Director presides at each executive session meeting. The Board conducted one (1) executive session in 2008, which was attended exclusively by independent and non-management directors. Additionally, the Board conducted one (1) executive session which was comprised exclusively of outside directors. For more information about the role of the Lead Director, please see the discussion below under the caption "Our Board of Directors and Its Committees - Lead Independent Director" and the description in our Corporate Governance Guidelines found under the "Corporate Governance" tab of the Company's website at www.fnbcorporation.com in this proxy statement.

OUR BOARD OF DIRECTORS AND ITS COMMITTEES

Board of Directors

Our Board of Directors met twelve (12) times in 2008. All directors, except for Mr. Rooney, attended at least 75% of the aggregate number of meetings of the Board of Directors and the respective committees on which such director served. Except for one director who was unable to attend due to travel considerations, all of our directors attended our 2008 Annual Meeting. It is the policy of our Board of Directors that our directors are expected to attend our Annual Meeting. Our Board of Directors has an Executive Committee, an Audit Committee, a Nominating and Corporate Governance Committee, a Compensation Committee and a Risk Committee.

Lead Independent Director

The Board has long recognized the importance of independent leadership on the board and toward that end established the designation of Lead Director. As provided in the Corporate Governance Guidelines, the outside, independent directors annually elect the Lead Director (who must be an independent director) for a one-year term. In 2008, the independent directors elected Mr. Campbell to serve as the Board's Lead Director. The duties and responsibilities of the Lead Director include, but are not limited to, the following:

Assist the Board in fulfilling its responsibility for reviewing, evaluating and monitoring the Corporation's strategic plan by meeting with the Corporation's Chief Executive Officer to monitor and remain knowledgeable regarding the status of such plan;

Maintain liaison and communications with the Corporation's Chairman, other directors and Chief Executive Officer for the purpose of coordinating information flow among the parties with the goal of optimizing the effectiveness of the Corporation's Board and Board Committees;

Serve as a conduit of information and feedback among the Corporation's Chairman, directors and Chief Executive Officer between Board meetings;

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Coordinate the review and resolution of conflict of interest issues with respect to members of the Corporation's Board as they may arise;

Coordinate and develop the agenda for, and preside at, executive sessions of the Corporation's Board; and

Preside at meeting(s) of the Company's non-management directors.

Executive Committee

Our Executive Committee met fifteen (15) times in 2008. Messrs. Campbell, Goldstein, Gurgovits, Mortensen, Rose and Radcliffe are the members of our Executive Committee. Mr. New served on the Executive Committee from June 2008 to February 2009. The purpose of our Executive Committee is to provide an efficient means of considering such matters and taking such actions as may require the attention of our Board of Directors or the exercise of our Board of Directors' powers or authorities, consistent with Florida law and the Company bylaws, in the intervals between regular meetings of our Board of Directors.

Audit Committee

The members of our Audit Committee are Messrs. Malone, Martz, Radcliffe and Strimbu. Our Audit Committee selects our independent auditors and reviews our financial reporting process, audit reports and management recommendations made by our independent registered public accounting firm. The Audit Committee met eleven (11) times during fiscal year 2008. In addition, the Chairman of the Audit Committee met quarterly with management and internal and external auditors to review our earnings press releases and periodically to discuss various routine matters with management. A copy of our Audit Committee Charter is posted on our website at www.fnbcorporation.com under the Corporate Governance tab.

Our Board has reviewed the requirements of the NYSE and the SEC regarding the independence and financial acumen of the members of our Audit Committee and has determined that the Audit Committee is in compliance with such requirements. In addition, our Board has determined that the Chairman of our Audit Committee, Mr. Radcliffe, by virtue of his extensive career in business and experience in the areas of banking, finance, investments and business generally, qualifies as an audit committee financial expert within the meaning of applicable requirements of the SEC and the NYSE. Mr. Radcliffe and each of the other members of the Audit Committee are independent under the NYSE independence standards.

Nominating and Corporate Governance Committee

The members of our Nominating and Corporate Governance Committee are Ms. Hickton and Messrs. Campbell, Ekker and Wahl. All of the Nominating and Corporate Governance Committee members satisfy applicable SEC and NYSE independence standards and the independence criteria specified in our Corporate Governance Guidelines. The Nominating and Corporate Governance Committee met six (6) times in 2008. A copy of the Charter of our Nominating and Corporate Governance Committee is posted on our website at www.fnbcorporation.com under the Corporate Governance tab. The Nominating and Corporate Governance Committee assists in developing standards concerning the qualifications of the Board and composition of the Corporation's and its affiliate's Boards; recommends director candidates to stand for election to the Company's Board and director appointments to the Company's affiliate Boards and affiliate advisory boards and seeks to promote the best interest of the Company and its shareholders through the implementation of prudent and sound corporate governance principles and practices. The Nominating and Corporate Governance Committee coordinates the Board's self-assessment process and assists in the development of Board education and training initiatives. In making its recommendations, our Nominating and Corporate Governance

Committee conducts a review and assessment of the nominee's judgment, experience, temperament, independence and compatibility with the Company's culture, understanding of the Company's finances, business and operations, attendance at meetings and such other factors as the Nominating and Corporate Governance Committee considers relevant. In general, our Nominating and Corporate Governance Committee seeks to balance the needs for professional knowledge, business expertise, varied industry knowledge, financial acumen and CEO-level management experience.

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The Nominating and Corporate Governance Committee will consider director candidates recommended by shareholders if the recommendation is submitted according to the procedures specified in the Corporation's Bylaws and under the caption titled "Shareholder Proposals" in this proxy statement. The recommendation must be submitted in writing to the Corporate Secretary by the deadline specified in the Corporation's Bylaws to the address indicated in the discussion under the caption titled "Shareholder Proposals" in this proxy statement. Such recommendations shall include the name, age, citizenship, business and residence addresses, qualifications, including principal occupation or employment, and directorships and other positions held by the proposed nominee in business, charitable and community organizations. Information must also be provided concerning: (i) any commercial, industrial, banking, consulting, legal, accounting, charitable, familial or other relationships involving the proposed nominee and us that may be relevant in determining whether the proposed nominee is independent of us under the then applicable rules of the SEC and the NYSE and the independence criteria set forth in our Corporate Governance Guidelines and (ii) the educational, professional and employment-related background and experience of the proposed nominee, together with any other facts and circumstances that may be relevant in determining whether the proposed nominee is an "audit committee financial expert" under the applicable rules of the SEC and the NYSE.

In performing its corporate governance function, the Nominating and Corporate Governance Committee performs the following responsibilities: (i) reviews the qualifications and independence of the members of the Board and its various Committees on a regular periodic basis (at least annually); (ii) recommends to the Board the Company's corporate governance principles and practices to be included in the Company's Corporate Governance Guidelines; (iii) recommends independence standards to be used by the Board in making determinations regarding the independence of the Company's directors; (iv) monitors compliance with the Company's Corporate Governance Guidelines; and (v) assists the Board in its annual review of the Board's performance.

Risk Committee

The Risk Committee had seven (7) meetings in 2008. The primary responsibilities of the Risk Committee are to assist the Board in reviewing and overseeing information regarding the Company's significant policies, procedures and practices relating to the Company's management of its enterprise-wide risk program, including establishing acceptable risk tolerance levels for the Company. The following directors are current members of the Risk Committee: Messrs. Gingerich, Rose, Sheetz and Strimbu.

Compensation Committee

Information concerning the Compensation Committee membership, number of meetings held in 2008 and the Committee responsibilities are discussed under the caption, "Executive Compensation and Other Proxy Disclosures," in this proxy statement. A copy of the Compensation Committee charter is posted under the "Corporate Governance" tab of our website at www.fnbcorporation.com.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board (the "Committee") has reviewed and discussed the matters contained under the title, "Compensation Discussion and Analysis," of this proxy statement with the Company's management and, based on such review and discussions, the Committee recommended to the Board that the compensation discussion and analysis be included in this proxy statement. Portions of this proxy statement, including the compensation discussion and analysis, have been incorporated by reference into the Company's Annual Report on Form 10-K for the Company's fiscal year ended December 31, 2008.

Respectfully submitted,

Robert B. Goldstein, Chairman
Dawne S. Hickton
David J. Malone
Arthur J. Rooney, II
John W. Rose

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**EXECUTIVE COMPENSATION AND
OTHER PROXY DISCLOSURE**

Compensation Committee

The members of the Compensation Committee during 2008 were Mr. Goldstein as Chairman, Messrs. Malone, Rooney, Rose and Strimbu. Mr. Strimbu ceased being a member of the Committee in June 2008. In February 2009, Ms. Hickton became a member of the Committee. None of the foregoing members have ever been employed by the Company or FNBPA, other than Mr. Rose, and no such member had, during our last fiscal year, any relationship with us requiring disclosure under Item 404 of Regulation S-K or under the Compensation Committee Interlocks disclosure requirements of Item 407(e)(4) of Regulation S-K. Each Committee member has been determined to be independent under the NYSE Rules, and are non-employees under the meaning of Rule 16b-3 under the Exchange Act; however, since Mr. Rose is not an outside director for purposes of Section 162(m) of the Internal Revenue Code he does not vote in compensation related matters. Our Board of Directors has delegated the responsibility of setting the compensation of the Company's Chief Executive Officer, senior officers and directors to the Committee. The Committee met eight (8) times in 2008. A copy of the Compensation Committee charter is posted under the Corporate Governance tab of our website at www.fnbcorporation.com.

Authority and Responsibilities

The Committee administers the Company's executive compensation program, including the oversight of executive compensation policies and decisions, administration of the annual cash incentive award plan applicable to executive officers and administration of the Company's equity incentive plan. The Committee administers and interprets the Company's qualified and non-qualified benefit plans, establishes guidelines, approves participants in the non-qualified plans, approves grants and awards, and exercises other power and authority required and permitted under the plans and the Committee's charter. The Committee also reviews and approves executive officer, including Chief Executive Officer, compensation, including, as applicable, salary, short-term incentive and long-term incentive compensation levels, perquisites, equity compensation, severance arrangements and other forms of executive officer compensation. The Committee's charter reflects its responsibilities, which the Committee reviews annually, and recommends any proposed changes to the Board.

Delegation

From time to time, the Committee delegates authority to fulfill various functions of administering the Company's plans to employees of the Company. Specifically, the Committee delegates administration of the Company's qualified plans to the Pension Committee, which is a Committee of senior officers of the Company having the appropriate expertise, experience and background in handling defined benefit and defined contribution plans.

Consultants

The Compensation Committee engaged Mercer (US) Inc. (Mercer) to assist it in evaluating the compensation practices at F.N.B. and to provide advice and ongoing recommendations regarding Chief Executive Officer, Named Executive Officer and director compensation that are consistent with F.N.B.'s business goals and pay philosophy. Mercer provides market information and analysis as background to decisions regarding total compensation, including base salary and short and long-term incentives, for the Chief Executive Officers, the Named Executive Officers and other senior officers and directors. Mercer is not affiliated with F.N.B. nor did it provide any other services or perform other work for the Company in 2008.

Mercer reports directly to the Chairman of the Compensation Committee. In performance of its duties, Mercer interacted with the Chief Executive Officer, the Chief Financial Officer, the Director of Human Resources, the Corporate Counsel and other Company employees. Additionally, Mercer communicated with, took direction from, and regularly interacted with the Chairman of the Compensation Committee and other members of the Compensation Committee in addition to attending Compensation Committee meetings on an as needed basis.

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Compensation Discussion and Analysis

This section discusses the material factors involved in the Company's decisions regarding the compensation of the Named Executive Officers (as defined in the discussion under the caption, Summary Compensation Table, of this proxy statement) during 2008. The specific amounts paid or payable to the Named Executive Officers are included in the tables and narrative under the title, Summary Compensation Table, of this proxy statement. The following discussion cross-references the specific tabular and narrative disclosures where appropriate.

Objectives

F.N.B. seeks to link the interest of shareholders and management in creating long-term shareholder value through its compensation program. F.N.B. believes it will accomplish this objective and attract and retain highly motivated and talented employees by linking compensation to individual performance and short and long-term Company performance. The Committee designed F.N.B.'s compensation program to result in increased compensation when performance is above targeted or benchmarked standards and decreased total compensation when performance is below targeted or benchmarked standards.

Elements of Compensation

Overview

F.N.B. has divided executive compensation into five broad categories: (i) base salary, (ii) short-term annual incentive bonus, (iii) long-term incentive compensation, (iv) retirement and post-employment benefits and (v) other benefits and perquisites. F.N.B. uses its incentive programs to reward its Named Executive Officers (and other senior officers) for individual and Company performance. Overall, the awards under the plans are designed to vary with position and level of responsibility reflecting the principle that the total compensation opportunity should increase with position and responsibility while, at the same time, putting a greater percentage of each Named Executive Officer's compensation at risk based on Company and individual performance.

Benchmarks

F.N.B. desires that its compensation programs be competitive in the marketplace. Thus, for purposes of 2008 compensation, F.N.B. compared itself against an appropriate group of financial services companies with assets in the \$3 billion to \$12 billion range. For purposes of comparing base salary, annual incentives, and long-term compensation, the Committee conducts a review of its benchmarks throughout the year, with assistance from Mercer, using a variety of methods such as direct analysis of proxy statements of other financial services companies, as well as a review of compilation of survey data of companies of a similar size published by several independent consulting firms and customized compensation surveys performed by independent consulting firms. Overall, the Committee's intention is to have base compensation be in the fiftieth percentile (50%) of compensation paid by competitors for comparable positions, with an annual bonus and long-term incentive opportunity such that, if a Named Executive Officer realizes the incentives, at the maximum level, his or her total compensation will be above the median and in the third quartile.

In setting 2008 Named Executive Officer compensation, the Committee reviewed the above survey data and the proxy data of a group of 13 financial services companies located in Pennsylvania, Ohio, New York, New Jersey, Delaware, Maryland and West Virginia (Peer Group). The Company believes the Peer Group is representative of the market in which we compete for talent and includes companies of similar size and product and service offerings. Additionally,

with the assistance of Mercer, the Committee regularly reviews the Peer Group to assure that it remains an appropriate benchmark for F.N.B. At the time of setting 2008 compensation, F.N.B.'s asset size was slightly less than the median of the Peer Group. The 13 companies in the Peer Group are:

Community Bank System, Inc.	Park National Corporation
First Commonwealth Financial Corporation	Provident Bancshares
First Financial Bancorp	Susquehanna Bancshares, Inc.
Firstmerit Corporation	United Bankshares, Inc.
Irwin Financial Corporation	Valley National Bancorp
NBT Bancorp	Wilmington Trust Company
Old National Bancorp	

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The Company uses a separate peer group to determine whether it has met its long-term incentive performance targets (LTI Peer Group). The Committee has changed the LTI Peer Group on an as needed basis to adjust for the growth in the Company. The Committee believes this larger peer group is appropriate for measuring long term compensation since the awards remain outstanding for four years as a smaller peer group may not provide a meaningful comparison. For 2008 awards, the Company compares its performance to the LTI Peer Group which contains commercial banks having assets in the \$3 billion to \$16 billion range located in the Mid-Atlantic and Midwest regions(. At the time of the awards, there were 36 organizations in this LTI Peer Group. The Committee believes the LTI Peer Group is diverse and provides the necessary depth to be meaningful in setting relative goals.

The various components of the Named Executive Officers' total compensation are detailed below.

Base Salary

Why the Company pays this Component

The Company provides base salary to all salaried employees including the Named Executive Officers, in order to provide them with a degree of financial certainty. Competitive base salaries further the Committee's compensation program objectives by allowing the Company to attract and retain talented employees by providing a fixed portion of compensation upon which all employees can rely. Base salary is the only fixed portion of our Named Executive Officers' compensation.

How the Company determines the Amount

Year-to-year, the Company determines adjustments to each Named Executive Officer's base salary based upon an assessment of his or her performance versus job responsibilities, including the impact of such performance on F.N.B.'s financial results. The Committee targets base salary for Named Executive Officers at the median for its Peer Group. The Company reviews base salary annually and adjusts it as the Company deems appropriate. In certain cases, the Company increases base salary in order to raise the Named Executive Officer's annual salary to reflect more closely the annual salaries of comparably performing Peer Group executives.

The Committee reviewed its compensation philosophy relevant to Mr. Gurgovits' compensation for 2008, including the annual incentive bonus paid in 2008 for 2007 performance and his restricted stock awards. The Committee further analyzed Mr. Gurgovits' salary compared to other Peer Group CEO's compensation. The Committee believes that Mr. Gurgovits' dedication to and leadership of the Company have been important to the Company's stability and continued profitability.

The Committee set Mr. New's salary as part of the negotiations with him when he was hired as CEO-elect, with the anticipation that he would become CEO in April. Each of Mr. Gurgovits' and Mr. News' total compensation is at a level competitive with Chief Executive Officers' salaries within the financial services industry and within the thirteen bank Peer Group more particularly described above and is consistent with the Company's philosophy.

The Committee also reviewed the other Named Executive Officer's compensation to determine whether each of their base salary was consistent with the compensation philosophy. The 2008 salaries of Messrs. Gurgovits, New and Lilly, as set forth in the Summary Compensation Table, were greater than 9% below the market median of the Mercer survey data. Mr. Calabrese's salary exceeded the median by less than 5% and his increase over the prior year represented a performance increase consistent with the CFO's assessment of his performance and consistent with the salary increases in the survey data provided by Mercer.

Mr. Delie assumed a significantly expanded role during the course of 2008 and received a salary increase at that time. Based on those additional duties Mr. Delie's salary appears to be approximately 5% above the

(The Mid-Atlantic region includes Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia and West Virginia. The Midwest region includes Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin.

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market median. Ms. Lowrey assumed additional decision making authority in 2008. At the time she assumed the new role, it was difficult to fully assess her position versus the market median; however, her salary appears to be approximately 5% below the market median.

Relation of Base Salary to Other Components of Compensation

A Named Executive Officer's base salary is a reference point for the Company's annual incentive opportunities. The Company determines the level at which each Named Executive Officer participates in the annual executive incentive compensation program (EIC Plan) under the 2007 Incentive Plan (2007 Plan). This level is typically expressed in a percentage amount. For example, if a Named Executive Officer participates in the EIC Plan at the 35% level, it means that the Named Executive Officer's target incentive opportunity would be the Named Executive Officer's base salary multiplied by 35%. In addition, prior to 2007, base salary was the only component of compensation in the formula under which a Named Executive Officer's pension benefit accrued under the Company's Pension Plan. A Named Executive Officer may also defer a portion of his or her base salary and bonus into the Company's 401(k) Plan.

Annual Incentive Awards

The Company paid cash bonuses to Named Executive Officers under our EIC Plan, as more particularly stated in the Summary Compensation Table and Grants of Plan-Based Awards table. The EIC Plan provides additional compensation to Named Executive Officers based on the Company's achievement of certain financial objectives. The EIC Plan is open to each Named Executive Officer and all other salaried personnel selected by the Company's Chief Executive Officer and the Compensation Committee for participation.

Why the Company pays this Component

The Company believes that a significant amount of compensation should be contingent on Company performance. By putting a portion of the Named Executive Officers' and senior officers' total short-term compensation at-risk, the Company expects to drive the Company's annual performance while increasing long-term shareholder value. These goals are critical to the Company's earnings per share and total shareholder return, which are important measures to both the Company and its shareholders. Thus, by paying annual incentive compensation, the Company links its performance to increasing shareholder value.

How the Company determines the Amount

F.N.B. targets short-term, annual incentive compensation of the Chief Executive Officer and the other Named Executive Officers such that short-term incentive compensation is tied directly to both corporate and individual performance. Corporate performance is based upon the Company's performance relative to its overall annual performance plan goals as approved by the Board of Directors, including goals related to net income and earnings per share. All annual bonuses are discretionary, with the Compensation Committee establishing bonuses for the Chief Executive Officer and other Named Executive Officers. The target bonuses for the Chief Executive Officer and the other Named Executive Officers range from 35% to 60% of base pay.

The Committee establishes an annual bonus pool based upon the Company's performance versus the target net income goal set by the Board of Directors. Additionally, the Committee has discretion to consider unusual factors and their resulting effect on corporate performance, *i.e.*, significant merger and acquisition transactions, unusual investment gains or losses, corporate and balance sheet restructuring, significant asset sales and other items the Compensation Committee deems appropriate in determining whether the Company met the target goal. The pool is a product of the annual salaries of the participants multiplied by the participants' target payout levels. If the Company fails to achieve 80% of the target goal, the plan does not provide for any annual incentive compensation payout to the Chief Executive

Officer, the other Named Executive Officers or other senior officers. Additionally, if the Company exceeds the goal as set by the Board of Directors, then the plan provides for annual incentive payments that are higher than the target bonus for each Named Executive Officer and other senior officers.

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The Company has targeted its annual incentive compensation to vary significantly based upon performance against the annual target net income goal. Therefore, there is a significant upside and downside potential. Annual incentive awards provide the potential for payment to the Named Executive Officers at or above the target level if the Company performance is at or above the target net income goal. Similarly, if Company performance is below the target net income goal, the compensation of Named Executive Officers also will be below the target bonus amount. The EIC Plan provides for an increase over target if the Company's performance exceeds plan from 1% to 20% of goal. For each 1% the Company deviates from its net income goal, the annual incentive compensation pool is affected by 5%. For example, if the Company exceeds its net income goal by 2%, then a Named Executive Officer's annual incentive bonus payment may be increased up to 10% more than his or her target bonus amount. Likewise, if the Company misses its target goal by 5%, then each Named Executive Officer's potential bonus amount is reduced by 25%.

Once the Committee establishes the pool amount, it exercises discretion to determine whether each Named Executive Officer will receive his targeted amount of annual incentive compensation. The Company goal for all Named Executive Officers, except Mr. Delie, is based on total Company performance. Mr. Delie's goal is a factor using both the performance of the Company, weighted 30%, and its subsidiary, FNBPA, weighted 70%. The EIC Plan gives the Committee discretion to increase and decrease individual awards from the plan targets; however, the annual pool cannot be increased.

In 2008, the Company did not reach 80% of the target net income goal. Nonetheless, the Company paid Mr. Gurgovits a retention bonus as he is entitled to such by contract if he is employed on December 31 of each year that his employment agreement remains in effect. Also reflected in the Summary Compensation Table and Grants of Plan-Based Awards tables and accompanying narrative are the discretionary incentive compensation awards the Committee awarded for the strong performance of Mr. Calabrese and Ms. Lowrey. Mr. Calabrese was critical in, among other things, overseeing the accounting issues related to acquisitions and development of the valuation methodology and assessment of the Company's portfolio of trust preferred securities. Ms. Lowrey successfully managed the data conversion and operations integration of two mergers with no adverse customer impact.

Relation of Annual Incentives to Other Components of Compensation

As noted above under the Base Salary discussion, the annual incentive compensation is directly related to base compensation. Additionally, due to a change in the defined benefit pension plan effective January 1, 2007, the bonus paid to the Named Executive Officers and all other participants in the defined benefit plan, is also used in calculating the participant's retirement benefit. A Named Executive Officer may also defer a portion of his or her bonus into the Company's 401(k) Plan.

Long-Term Awards

The Company awarded service-based and performance-based restricted stock awards to our Named Executive Officers under our 2007 Plan as more particularly stated in the Grants of Plan-Based Awards table. The restricted stock awards provide additional compensation to Named Executive Officers, and other senior management based on the Company's achievement of certain financial objectives and the Named Executive Officer or other Senior Officer remaining continuously employed. The 2007 Plan is open to each Named Executive Officer and all other salaried personnel selected by the Company's Chief Executive Officer and the Compensation Committee for participation.

Why the Company pays this Component

In recent years, the Compensation Committee has placed greater emphasis on restricted stock based awards, both performance and service-based, as a means to increase long-term stock ownership by Named Executive Officers and to reward management for creating long-term shareholder value. Based upon various factors, including the Company's

commitment to its shareholders to be a value oriented, high-dividend paying company, the Company currently does not award stock options. The Compensation Committee has determined that it is in the Company's best interest to continue to rely on granting equity-based awards

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as restricted stock and restricted stock units in order to best align the Company's compensation practices with the Company's long-term financial performance goals and objectives and its shareholders' interests.

How the Company determines the Amount

The Committee establishes a target award level for each Named Executive Officer based upon the officer's level of responsibility in the Company. Additionally, the Committee sets the levels such that the award amount increases as the officer's level of responsibility in the organization increases. At the time of granting the awards, the Committee sets the award amount for each participant level in an effort to provide competitive long-term compensation. In 2008, the Committee reviewed information provided by Mercer related to peer long-term incentive compensation levels. Based upon the competitive data, the Committee determined that it was appropriate to increase the award amounts such that the target level for the awards would more closely approximate the median level of the peer group. The Committee placed all of the increase in the performance-based awards of the 2008 restricted stock awards, such that 32% vest in full at the end of three years (Service-Based Awards) and 68% vest in full at the end of four years, provided the Company meets certain financial performance requirements set forth in the awards (Performance Awards). The Committee determined it appropriate to place the entire increase of the award amount in the Performance Award in order to more closely align payment of the incentive awards to the Named Executive Officers with Company performance and the creation of shareholder value. The Committee believes this allocation of equity awards is appropriate since the Service-Based Awards reward Named Executive Officers for loyalty to the Company. The Performance Awards similarly reward loyalty and also drive Company performance while creating shareholder value by linking the shareholders' interests and the Named Executive Officers' interests in long-term success. The Service-Based Awards were granted in restricted stock and the Performance Awards in restricted stock units. Both are subject to forfeiture if the Named Executive Officer terminates employment, other than as a result of retirement, death or disability, before the cliff vesting date.

The Company's performance-based restricted stock unit awards are designed to align management's long term incentive compensation with the Company's annual total shareholder return objective. In order to qualify for vesting, the Named Executive Officer must remain continuously employed by the Company up to the vesting date; the Company's return on average tangible equity during the Performance Period must equal or exceed the 50th percentile performance of peer institutions; and the Company must have an increase in earnings per share during the performance period. The number of performance-based restricted stock units that shall vest is contingent upon the Company's achievement of certain earnings per share growth levels relative to the earnings per share growth of peer institutions during the Performance Period.

Relation of Long-Term Incentive to other Components of Compensation

Long-term incentive compensation earned by the Named Executive Officers is a component of total compensation, which is benchmarked against the Company's LTI Peer Group. It does not impact any other component of Named Executive Officer compensation or benefits. However, the program is designed to increase the Named Executive Officers' overall compensation such that achievement of the performance goals will result in increased compensation.

Management Stock Ownership Policy

In October, 2006, the Committee adopted the Management Stock Ownership Policy which requires the Chief Executive Officer, all the Named Executive Officers and all other participants in the long-term incentive plan, the 2007 Plan, and any successor plan to maintain varying levels of stock ownership based upon the officer's participation level in the plan. The Company amended the policy in 2008 to increase the amount of shares required to be held by each of the participants in the plan. Stock ownership includes:

shares owned individually and by immediate family;

restricted stock not yet vested;

shares held in the 401(k) plan;

vested stock options.

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Specific ownership guidelines for the Named Executive Officers are as follows:

<u>Named Executive Officer</u>	<u>Share Ownership Requirement</u>
Stephen J. Gurgovits	45,000
Robert V. New, Jr.	45,000
Brian F. Lilly	15,000
Vincent J. Delie, Jr.	6,000
Vincent J. Calabrese	3,000
Louise C. Lowrey	3,000

The Company reviews progress toward achieving the ownership guidelines annually. No officer, including the Named Executive Officers, is eligible to receive additional long-term incentive awards under the Company's 2007 plan unless he or she owns the amount of stock required by the policy within three years of becoming a participant in the long-term incentive portion of the 2007 plan.

Retirement and Other Post Employment Benefits

All salaried employees, hired before January 1, 2008, except employees of First National Insurance Agency, LLC (FNIA), participate in a defined benefit pension plan, the Retirement Income Plan (RIP), and all employees are eligible to participate in a 401(k) retirement savings plan.

Why the Company pays these Benefits to Executives

Retirement Plans, in general, are designed to provide Named Executive Officers and other employees with financial security after retirement. The Company's defined benefit pension plan, the RIP, offers benefits to employees that are more particularly detailed in the narrative accompanying the Pension Benefits Table. Additionally, the Company provides matching contributions and an automatic contribution under the 401(k) Plan, for all employees, including the Named Executive Officers. However, due to Code limits on the amount of compensation that may be recognized for tax-qualified retirement plans, all Named Executive Officers were unable to make the full amount of contributions to the 401(k) Plan and the amount of their total pay that is included in the calculation of their pension benefit is limited. Therefore, the Company also offers the F.N.B. Corporation ERISA Excess Retirement Plan and the F.N.B. Corporation Lost Match Plan to allow any affected employee to receive the full benefit intended by the qualified retirement plans.

In addition to those plans, the Company also provided to some senior executives, including Messrs. Gurgovits and Lilly, a supplemental executive retirement plan, called the Basic Retirement Plan (BRP), which supplements the benefits provided by the RIP and the ERISA Excess Retirement Plan. The purpose of the BRP is to insure a minimum level of retirement income for the Named Executive Officers and other senior officers who participate in the plan. The Company closed the BRP to new participants and ceased future accruals for all participants effective December 31, 2008. The Company believes post-retirement compensation is necessary to attract and retain talented executives and that its post-retirement benefits are competitive in the industry and provide Named Executive Officers appropriate retirement benefits.

The Company also provides severance and change in control payments through employment contracts that provide additional security for our Named Executive Officers. The Company determined that the continued retention of the

services of the Named Executive Officers on a long-term basis fosters stability of senior management through retention of well-qualified officers. The Potential Payments Upon Termination or Change in Control tables and accompanying narrative detail the Named Executive Officer's employment contracts.

How the Company determines the Amount to Pay

The RIP benefit is determined by a precise formula set forth in the plan document and explained in the narrative accompanying the Pension Benefits Table. The ERISA Excess Lost Match Plan and ERISA Excess Retirement Plan benefit formulas are based upon the specific opportunity or amount lost by the Named Executive Officer, or other participant, due to Code limits and are more fully detailed in the Pension Benefits Table and narrative. The benefit under the BRP is a monthly benefit equal to a target benefit percentage

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based on years of service at retirement and a designated tier as determined by the Committee and detailed in the narrative accompanying the Pension Benefits table. The Company does not grant extra years of credited service under any of its qualified or non-qualified plans. The termination and change in control benefits for Named Executive Officers were set by contract and are described more fully in the Potential Termination and Change in Control Payments tables and in the narrative accompanying the Summary Compensation Table.

Relation of these Benefits to Other Components of Compensation

Retirement benefits are directly linked to the amount of the Named Executive Officer's total pay which includes base salary and annual incentive compensation. Similarly, while the Named Executive Officer's termination benefits are determined under their respective employment agreements, generally, termination benefits are a product of base compensation and in the case of Messrs. Gurgovits, New and Lilly, their annual bonus, if any.

Other Benefits and Perquisites

The Company's Named Executive Officers participate in a wide array of benefit plans that are generally available to all employees of the Company, including the 401(k) and 403(b). Benefits primarily consist of participation in the Company's defined benefit, defined contribution and health and welfare benefit plans. In addition, some of the Named Executive Officers receive perquisites in the form of club membership dues, a company car and other perquisites more particularly detailed as part of the Summary Compensation Table and accompanying narrative. The Company provides club membership dues to certain Named Executive Officers in order to provide them with the ability to entertain customers, potential customers and various business contacts, which is an integral part of our industry. Similarly, the Company provides certain Named Executive Officers a company car for purposes of appropriate transportation for entertainment of customers, vendors and business contacts and traveling between the Company's facilities. These perquisites are detailed in the Summary Compensation Table.

Additionally, as set forth in the narrative accompanying the Potential Payments Upon Termination or Change in Control table, Mr. Gurgovits previously entered into a post-employment consulting agreement with the Company. Mr. Gurgovits will also receive deferred compensation under the Non-Qualified Deferred Compensation Agreement as more particularly detailed in the narrative accompanying the Pension Benefits table.

Tax and Accounting Treatment of Compensation

Section 162(m) of the Code limits the deductibility of the compensation in excess of \$1 million dollars paid to the Chief Executive Officer and Chief Financial Officer and the three most highly compensated executive officers other than the CEO and CFO, unless such compensation qualifies as performance-based compensation. Performance Awards of restricted stock and restricted stock units and annual incentive compensation granted under our 2007 Plan are intended to meet the performance-based compensation exception to the annual \$1 million dollar limitation. However, any financial institution that participated in the United States Treasury's Capital Purchase Plan (CPP) may not deduct any compensation in excess of \$500,000 for any Named Executive Officer. On January 9, 2009, the Company issued Trust Preferred Securities to the United States Treasury under the CPP program. Therefore, the Company may not deduct any compensation for the Named Executive Officers in excess of \$500,000. The UST has not yet issued all of the regulations related to the CPP program and final regulations may alter the treatment of compensation for tax purposes. While the Compensation Committee is cognizant of the tax deduction limitations applicable to our compensation program for Named Executive Officers, the Committee may from time to time set compensation levels outside the deduction limitations if it deems the amount of compensation is appropriate.

Other provisions of the Code also can affect the Company's compensation decisions. Under Code Section 280G, the Internal Revenue Service (IRS) imposes a 20% excise tax upon Named Executive Officers and other

(§ As noted in the Retirement and Other Post-Employment Benefits Section the RIP is closed for employees hired after January 1, 2008.

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executive officers who receive excess payments upon a change in control of the Company to the extent the payments received by them exceed an amount approximating three times their average compensation determined by a five-year average, referred to as the Base Amount. If payments exceed the limit, the excise tax applies to all payments equal to or exceeding the Base Amount. The Company also could lose its tax deduction for excess payments.

In addition, Section 409A of the Code provides for a punitive tax on executives with respect to various features of deferred compensation arrangements mostly for compensation deferred on or after January 1, 2005. We have made the appropriate changes to our non-qualified retirement plans and employment agreements to help ensure there are no adverse affects on the Company or executive officers as a result of Section 409A. We do not expect these changes to have a material tax or financial consequence on the Company.

As discussed above, the Company has calculated and discussed with the Committee the tax impact to the Company and the executives of each of its cash and equity compensation awards and agreements. The Company also calculates and monitors the FAS 123R accounting expense related to equity-based compensation.

2008 Summary Compensation Table

The following table shows the total compensation paid or earned by the Company's Chief Executive Officers, Chief Financial Officer and the three most highly paid executive officers other than the Chief Executive Officers and Chief Financial Officer (each, a Named Executive Officer and together, the Named Executive Officers) for services rendered in all capacities to the Company and its subsidiaries for its fiscal year ended December 31, 2008:

Name and Principal Position	Year	Salary (\$)	Bonus (\$)(3)	Stock Awards (\$)(4)	Option Awards (\$)	Plan Compensation (\$)(5)	Change in Pension Value and Nonqualified Non-Equity Deferred Incentive		Total (\$)
							Compensation Earnings (\$)(6)	All Other Compensation (\$)(7)	
Stephen J. Gurgovits Chairman (CEO from 1/1/04 to 3/31/08)	2008	660,000	100,000	447,587	0	0	664,916	200,499	2,073,002
	2007	600,000	100,000	664,750	0	301,248	533,065	136,506	2,335,569
Robert V. New, Jr. (CEO from 4/1/08 to 2/11/09; CEO elect from 1/15/08 to 3/31/08)	2006	525,024	100,000	363,508	0	172,405	0	93,984	1,254,921
	2008	483,349	0	178,774	0	0	0	465,742	1,127,865
Brian F. Lilly Chief Financial Officer	2008	323,136	0	166,732	0	0	42,149	49,327	581,344
	2007	275,016	0	144,418	0	92,053	4,809	39,029	555,325
	2006	252,000	0	107,864	0	87,166	44,921	43,453	535,404
	2008	279,996	0	60,664	0	0	12,881	39,929	393,470

Vincent J. Delie,
Jr.(1)
Senior Executive
Vice President
FNBPA

Vincent J. Calabrese(2)	2008	208,032	30,000	35,346	0	0	15,103	11,006	299,487
Corporate Controller	2007	157,705	57,510	11,084	0	46,189	0	139,909	412,397
Louise C. Lowrey(1) Executive Vice President FNBPA	2008	190,008	25,000	47,681	0	0	50,695	16,831	330,215

- (1) While Mr. Delie and Ms. Lowrey were employees of the Company in 2006 and 2007, neither was an executive officer until 2008. Therefore, the company has not reported their respective compensation for three full years.
- (2) Mr. Calabrese joined the Company in March, 2007.
- (3) Payments under the Company's annual incentive plan are reported in the Non-Equity Incentive Plan Compensation column instead of in the Bonus column, in accordance with SEC requirements. For Mr. Gurgovits, the bonus column reflects the \$100,000 annual retention bonus to which he is entitled if he is employed on December 31st of each year during which his employment contract remains in effect. For Mr. Calabrese, the bonus column reflects a \$15,000 retention bonus and a \$15,000 discretionary bonus payment. For Ms. Lowrey, the bonus column reflects a \$25,000 discretionary bonus payment.

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- (4) The restricted stock award amounts shown in this table represent the dollar amount of expense recognized for financial statement reporting purposes for the fiscal year determined pursuant to Statement of Financial Accounting Standards No. 123(R), Share-Based Payment. Assumptions used in the calculation of this amount are included in Note 18 to the Company's audited financial statements for the fiscal year ended December 31, 2008, included in the Company's Annual Report on Form 10-K filed with the SEC on March 2, 2009. For purposes of this table, the Company assumed that it would not meet the 2008 performance goals, therefore the dollar amounts exclude the expense for these awards. The restricted stock awards granted under both the 2001 Plan and the 2007 Plan vest either after (i) the Named Executive Officer's continued employment with the Company or one of its affiliates for three years or (ii) the Company's achievement of performance goals and the Named Executive Officer's continued employment with the Company or one of its affiliates for four years. In 2008, the Company issued performance awards in restricted stock units. The units earn dividend equivalents and are subject to the same restriction and vesting schedule as the underlying restricted stock units. The amounts reflected assume that each Named Executive Officer will perform the requisite service and that the Company will achieve the required performance goals at target levels. All restricted stock earns cash dividends that are reinvested into additional shares of the Company's common stock under the F.N.B. Corporation Dividend Reinvestment and Direct Stock Purchase Plan (DRP). These reinvested shares are subject to the same restrictions and vesting schedule as the underlying restricted stock. Mr. New resigned February 11, 2009, and all restricted stock and unit awards will not vest. The amounts for Messrs. Gurgovits and New also include stock awards valued at \$15,120 and \$20,724, respectively for service as a director of the Company in 2008 that vested immediately upon grant. (See narrative under Executive Directors in the section discussing Director Compensation).
- (5) Amount earned by the Named Executive Officer as an annual incentive bonus under our EIC Plan, based upon the Company's performance. The EIC Plan is discussed in further detail in the Compensation Discussion and Analysis under the heading Annual Incentive Awards. The amount shown for 2006 for Mr. Gurgovits reflects an incentive bonus under our EIC Plan, based upon 2006 Company performance which was approved by the Compensation Committee after the shareholders vote on the 2007 Plan at the 2007 Annual Meeting of Shareholders; and therefore was included as a footnote to the 2006 Summary Compensation Table.
- (6) The amounts in this column reflect the actuarial change in the present value of the Named Executive Officers benefit under all pension plans established by the Company determined using interest rate and mortality rate assumptions consistent with those used in the Company's financial statements and includes amounts that the Named Executive Officer may not currently be entitled to receive because such amounts are not vested. The Company's pension plans are described in the narrative accompanying the Pension Benefits table. In addition, the change in the present value of the accumulated benefit under the Deferred Compensation Agreement between FNBPA and Mr. Gurgovits is calculated in accordance with APB No. 12, assuming an interest rate of 6.2% and assuming that payments will commence on January 1, 2014, and continue for 9.5 years. The Company does not pay or provide above-market interest under Non-Qualified Deferred Compensation Plans.
- (7) Amounts in this column are explained in the Other Compensation Table and the Perquisites Table that follow the Summary Compensation Table.

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The following table reflects the items included in the All Other Compensation column of the Summary Compensation Table shown for 2008 above.

Name	Disability Insurance (\$)	Perquisites (\$)	Tax Gross-Ups (\$)	401(k) Match and Company Contributions	Lost Match \$(1)	Total All Other Compensation (\$)
				(\$)		
Stephen J. Gurgovits	5,102	74,554	70,884	11,150	38,809	200,499
Robert V. New, Jr.	0	317,662	133,580	6,900	7,600	465,742
Brian F. Lilly	0	29,707	124	11,197	8,299	49,327
Vincent J. Delie, Jr.	0	23,050	109	11,400	5,370	39,929
Vincent J. Calabrese	0	0	0	10,054	952	11,006
Louise C. Lowrey	0	6,000	1	10,787	43	16,831

(1) Company contributions during the year to the ERISA Excess Lost Match Plan or a predecessor plan as more fully described in the narrative accompanying the Non-Qualified Deferred Compensation table.

Perquisites Table

The Named Executive Officers receive various perquisites provided by or paid for by the Company pursuant to Company policies or individual agreements with the executive. SEC rules require disclosure of the perquisites and other personal benefits, securities or property for a Named Executive Officer unless the amount of that type of compensation is less than \$10,000 in the aggregate.

The following table reflects the perquisites included in the All Other Compensation column of the Summary Compensation Table for 2008 shown above:

Name	Club Equity Memberships (\$)	Club Dues (\$)	Car Allowance and Company Provided	Other(2) (\$)	Total Perquisites Included in All Other Compensation(3) (\$)
			Automobiles(1) (\$)		
Stephen J. Gurgovits	7,093	45,689	20,212	1,560	74,554

Robert V. New, Jr.	0	6,429	11,550	299,683	317,662
Brian F. Lilly	0	6,360	22,697	650	29,707
Vincent J. Delie, Jr.	0	14,188	8,862	0	23,050
Vincent J. Calabrese	0	0	0	0	0
Louise C. Lowrey	0	0	6,000	0	6,000

- (1) The valuation of the company provided automobiles was calculated as the current year depreciation expense for the Company owned automobile plus all costs incurred related to the automobile (including, but not limited to, the cost of insurance, gas, car washes, repairs, registration and inspection fees) less the Company's mileage reimbursement allowance for business miles driven by employees who use their own automobile for business purposes. The amount for Ms. Lowrey represents a cash allowance.
- (2) The amounts reported as Other include personal travel expenses for Messrs. Gurgovits and Lilly; and the cost of moving and relocation expense, including, among other items, the cost of temporary housing, moving expenses and real estate commissions, for Mr. New.
- (3) In addition to the amounts reported above, during 2008, Mr. Gurgovits used the company aircraft to travel on company business and his wife accompanied him. There was no incremental cost of her accompanying him on the business trip. The valuation for all perquisites other than Company provided automobiles shown above is the actual cost to the Company.

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The foregoing Summary Compensation Table and its sub-tables do not include certain fringe benefits generally made available on a non-discriminatory basis to all of our salaried employees such as group health insurance, dental insurance, vision insurance, life insurance, accidental death and dismemberment insurance and long-term disability insurance, which we consider to be ordinary and incidental business costs and expenses.

Mr. Gurgovits entered into an Amended and Restated Employment Agreement dated June 18, 2008, which amended the prior agreement for purposes of compliance with Code Section 409A. All other material provisions remained the same. It provided for his continued employment as the Company's President and Chief Executive Officer and as Chairman of FNBPA's Board of Directors. Mr. Gurgovits retired as of January 2, 2009, at which time the agreement expired. Under the terms of the agreement, Mr. Gurgovits received a base salary that is reflected in the Summary Compensation Table and provided for Mr. Gurgovits to receive a retention bonus of \$100,000 if Mr. Gurgovits remained employed on December 31, 2008. In addition to the annual retention bonus, Mr. Gurgovits was eligible for annual incentive compensation at a target award level of 60% of his base salary with the possibility of achieving a bonus between 0% and 120% of base salary based upon performance of the Company. The severance and change in control provisions of Mr. Gurgovits' employment agreement are described under Potential Payments Upon Termination or Change in Control. Mr. Gurgovits is currently serving as interim Chief Executive Officer and does not have an employment agreement.

Mr. New's employment agreement was dated October 10, 2007, and provided for Mr. New to begin serving as Chief Executive Officer on April 1, 2008. The agreement was for an initial term of two years. Mr. New's base salary, as set forth in the Summary Compensation Table was set based on negotiations prior to Mr. New commencing employment. In addition to his base salary, Mr. New was eligible for an annual cash bonus under the annual incentive compensation, based on performance and calculated as a percentage of his base salary with the target bonus payment being 60% of his base salary with the possibility of achieving a bonus between 0% and 120% of his base salary. The parties terminated the agreement when Mr. New resigned on February 11, 2009. The amount of Mr. New's severance payments are not included in the table. The terms are more particularly discussed in the narrative in connection with the Potential Payments Upon Termination or Change in Control.

Mr. Lilly serves as the Company's Chief Financial Officer. Mr. Lilly's employment agreement is dated October 17, 2007, and has an initial term of two years. Unless sooner terminated, the agreement automatically extends for one year on the anniversary of the commencement date. Either party may terminate the automatic renewal provision by providing the other party with 60 days advance written notice of non-renewal. Currently, Mr. Lilly's employment agreement runs through October, 2010. Under the terms of the agreement, Mr. Lilly is entitled to receive from the Company a base salary that is reflected in the Summary Compensation Table and may be increased from time to time as determined by the Board. Additionally, Mr. Lilly is eligible to participate in the Company's annual incentive compensation and bonus plans at the discretion of the Compensation Committee. Mr. Lilly's target award level for annual incentive compensation was 50% of his base salary with the possibility of achieving a bonus between 0% and 100% of base salary based upon performance of the Company. The severance and change in control provisions of Mr. Lilly's employment agreement are described under Potential Payments Upon Termination or Change in Control.

Mr. Delie is a Senior Executive Vice President of FNBPA and serves as the Company's Banking Group President and entered into his employment agreement on October 19, 2005. Mr. Delie's contract had an initial term of two years and, unless sooner terminated, automatically extends for one year on the anniversary of the commencement date. Either party may terminate the automatic renewal provision by providing the other party with 60 days advance notice prior to the commencement date. Currently, Mr. Delie's employment agreement runs through October, 2010. Under the terms of the agreement, Mr. Delie is entitled to receive from the Company a base salary that is reflected in the Summary Compensation Table and which may be increased from time to time as determined by the Company. Additionally, Mr. Delie is eligible to participate in the Company's annual incentive compensation and bonus plans at the discretion

of the Compensation Committee. Mr. Delie's target award level for annual incentive compensation was 35% at the beginning of 2008. However, Mr. Delie's duties changed in July, 2008, at which time his target award level for incentive compensation was increased to 50%. As a result, in 2008 Mr. Delie had the possibility of achieving a bonus between 0% of his base salary and the sum of 70% of his first six months salary plus 100% of his second six months salary. The severance and change in control provisions of Mr. Delie's employment agreement are described under Potential Payments Upon Termination or Change in Control .

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Mr. Calabrese serves as the Company's Controller and entered into his employment agreement on March 21, 2007, when the Board appointed him the Company's Principal Accounting Officer. The initial term of the agreement is for two years, and automatically extends for a one year period on its anniversary, unless sooner terminated. Either the Company or Mr. Calabrese may terminate the automatic renewal of the agreement by providing the Company with 60 days' advance written notice of non-renewal. Mr. Calabrese's contract runs through March, 2010. Under the terms of the agreement, Mr. Calabrese receives a base salary that is reflected in the Summary Compensation Table, which may be increased from time to time as determined by the Board. Additionally, Mr. Calabrese is eligible to participate in the Company's annual incentive compensation and bonus plans at the discretion of the Compensation Committee. Mr. Calabrese's target award level for annual incentive compensation is 35% of base salary with the possibility of achieving a bonus between 0% and 70% of base salary based upon performance of the Company. The severance and change in control provisions