

MOGLE DAVID B
Form 4
January 09, 2003

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935
or Section 30(h) of the Investment Company Act of 1940**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

<p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>Mogle, David B.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>F.N.B. Corporation (FBAN)</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <p>208-38-2206</p>
<p>3484 Pheasant Chase</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Hermitage, PA 16148</p> <p><i>(City) (State) (Zip)</i></p>	<p>4. Statement for <i>(Month/Day/Year)</i></p> <p>12/31/2002</p>	<p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p>
<p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="text-align: center;">Secretary & Treasurer</p>	<p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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			Code	V	Amount	(A) or (D)	Price		
COMMON					1269.000	(1)		D	
COMMON					1218.000	(2)		D	
COMMON					4339.964	(3)		D	
COMMON					42.546	(4)		D	
COMMON	(5)		A		350.3401	A (6)	2398.3679	I	BY TRUST (DEFERRED 401K PLAN)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)
STOCK OPTIONS (GRANTED 01/03/1994)	9.67	(7)				

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
IMMED	01/03/2004	COMMON STOCK	3098		3098
IMMED	01/20/2005	COMMON STOCK	4428		4428
IMMED	01/30/2006	COMMON STOCK	8439		8439
IMMED	01/26/2007	COMMON STOCK	3397		3397
(8)	01/18/2008	COMMON STOCK	3883		3883
(8)	01/24/2009	COMMON STOCK	4027		4027
(8)	01/23/2010	COMMON STOCK	4524		4524
(8)	01/22/2011	COMMON STOCK	4735		4735
(8)	01/20/2012	COMMON STOCK	2868		2868

Explanation of Responses:

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- (1) Includes 60 shares acquired as a result of a 5% stock dividend on 05/31/2002.
- (2) Includes 58 shares acquired as a result of a 5% stock dividend on 05/31/2002.
- (3) Includes 202.064 shares acquired as a result of a 5% stock dividend on 05/31/2002 and 96.623 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Award of stock pursuant to the F.N.B. Corporation Restricted Stock and Incentive Bonus Plan. Vests 20% each year over a five year period. Includes 1.981 shares acquired as a result of a 5% stock dividend on 05/31/2002 and 0.947 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Transactions under exempt 401(k) Plan during 2002.
- (6) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (7) No activity since date of last report; included solely to represent current beneficial ownership.
- (8) Options vest over a five year period, 20% each year on anniversary of grant date.

**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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(A)
or
Code V Amount (D) Price

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

COMMON STOCK EQUIVALENT (1)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	100 (3)	I	INTEREST IN PLAN
(2)		COMMON STOCK	100			

Explanation of Responses:

(1) Represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.

(2) Upon entitlement to amount under 401(k) plan.

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(3) Includes 4.6578 shares acquired as a result of a 5% stock dividend on 05/31/2002 and 2.8512 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

/s/ David B. Mogle

12/31/2002

**Signature of Reporting
Person

Date

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