FNB CORP/FL/ Form 4 July 20, 2007

# FORM 4

Check this box

if no longer

subject to

Section 16.

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MOGLE DAVID B | 2. Issuer Name <b>and</b> Ticker or Trading Symbol FNB CORP/FL/ [FNB] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |
|---|---|--|--|--|
| (Last) (First) (Middle)                                 | 3. Date of Earliest Transaction                                       | (Check an applicable)  |  |  |
| 3484 PHEASANT CHASE                                     | (Month/Day/Year)<br>07/18/2007  | Director 10% Owner _X Officer (give title Other (specify below) Secretary                            |  |  |
| (Street)  | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check  |  |  |
| HERMITAGE, PA 16148                                     | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                               | (State) (                               | (Zip) Tabl  | e I - Non-I                            | Derivative                             | Securi | ities Acq | uired, Disposed o  | f, or Beneficial   | ly Owned |
|--------------------------------------|---|---|--|--|--------|-----------|--|--|----------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securi<br>on(A) or Di<br>(Instr. 3, | (A) or | d of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |          |
| Common<br>Stock                      |   |   |  |  |        |           | 5,495.2143   | D  |          |
| Common<br>Stock                      |   |   |  |  |        |           | 1,332  | D  |          |
| Common<br>Stock                      |   |   |  |  |        |           | 1,278  | D  |          |
| Common Stock (1)                     |   |   |  |  |        |           | 4,984.9634   | D  |          |
| Common Stock (1)                     |   |   |  |  |        |           | 4,774.5216   | D  |          |

### Edgar Filing: FNB CORP/FL/ - Form 4

| Common Stock (1) |            |   |       |   |             | 2,483.5226 | D |                            |
|------------------|------------|---|-------|---|-------------|------------|---|----------------------------|
| Common<br>Stock  |            |   |       |   |             | 4,224.8095 | I | By Trust<br>(401k<br>Plan) |
| Common Stock (2) | 07/18/2007 | A | 1,765 | A | \$<br>16.13 | 1,765      | D |                            |
| Common Stock (3) | 07/18/2007 | A | 1,175 | A | \$<br>16.13 | 1,175      | D |                            |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                  |
|---|---|---|---|--|--|---------------------|--------------------|---|----------------------------------|
|   |   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Stock<br>Options<br>(Granted<br>01/24/1999)         | \$ 10.62  |   |   |  |  | <u>(4)</u>          | 01/24/2009         | Common<br>Stock   | 7,972                            |
| Stock<br>Options<br>(Granted<br>01/23/2000)         | \$ 10.21  |   |   |  |  | <u>(4)</u>          | 01/23/2010         | Common<br>Stock   | 8,956                            |
| Stock<br>Options<br>(Granted<br>01/22/2001)         | \$ 10.44  |   |   |  |  | <u>(4)</u>          | 01/22/2011         | Common<br>Stock   | 9,373                            |
| Stock<br>Options<br>(Granted<br>01/20/2002)         | \$ 12.94  |   |   |  |  | <u>(4)</u>          | 01/20/2012         | Common<br>Stock   | 5,677                            |

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| Stock<br>Options<br>(Granted<br>01/20/2003) | \$ 13.75 | <u>(4)</u> | 01/20/2013 | Common<br>Stock | 5,726    |
|---|----------|------------|------------|-----------------|----------|
| Common<br>Stock<br>Equivalent               | \$ 18.44 | (6)        | <u>(7)</u> | Common<br>Stock | 236.4938 |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |
| MOGLE DAVID B                  |               |           |         |       |  |  |  |

3484 PHEASANT CHASE HERMITAGE, PA 16148

Secretary

# **Signatures**

/s/David B.
Mogle

\*\*Signature of Reporting Person

O7/20/2007

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Award of stock pursuant to the F.N.B. Corporation 2001 Incentive Plan. Vests 50% on third anniversary of grant date and 50% to vest on the fourth anniversary of the grant date, with the second 50% being subject to the satisfaction of certain performance criteria.
- (2) Award of stock pursuant to the F.N.B. Corporation 2007 Incentive Plan (the "Plan"). Shares will vest during a 4 year performance period which will be subject to the satisfaction of certain performance criteria and continuing service, as stated in the Plan.
- (3) Award of stock pursuant to the F.N.B. Corporation 2007 Incentive Plan (the "Plan"). Shares will vest, subject to the satisfaction of continuing service, as stated in the Plan.
- (4) Options are fully vested and are available for immediate exercise.
- (5) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (6) Upon entitlement to amounts under exempt 401(k) Plan.
- (7) Not applicable; represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3