FNB CORP/FL/ Form 4

November 01, 2006

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ORIE JAMES** Issuer Symbol FNB CORP/FL/ [FNB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 138 COLLEGE AVENUE 10/30/2006 below) Chief Legal Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **BEAVER, PA 15009** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership

	(Month Day, Teal)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock (1)				, ,		2,303.6311	D	
Common Stock (2)						246.8163	D	
Common Stock						862.7999	I	By Trust (401k Plan)
Common Stock (3)						1,895.6998	I	By Trust (401k Plan)
						2,206.3818	D	

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Common Stock (1)							
Common Stock (1)						2,350	D
Common Stock						1,123.7243	D
Common Stock						1,302.4123	D
Common Stock	10/30/2006	M	4,738	A	<u>(4)</u>	4,738	D
Common Stock	10/30/2006	S	300	D	\$ 17.2	4,438	D
Common Stock	10/30/2006	S	100	D	\$ 17.21	4,338	D
Common Stock	10/30/2006	S	100	D	\$ 17.22	4,238	D
Common Stock	10/30/2006	S	500	D	\$ 17.23	3,738	D
Common Stock	10/30/2006	S	400	D	\$ 17.25	3,338	D
Common Stock	10/30/2006	S	400	D	\$ 17.26	2,938	D
Common Stock	10/30/2006	S	900	D	\$ 17.27	2,038	D
Common Stock	10/30/2006	S	500	D	\$ 17.28	1,538	D
Common Stock	10/30/2006	S	600	D	\$ 17.29	938	D
Common Stock	10/30/2006	S	500	D	\$ 17.3	438	D
Common Stock	10/30/2006	S	200	D	\$ 17.31	238	D
Common Stock	10/30/2006	S	100	D	\$ 17.32	138	D
Common Stock	10/30/2006	S	138	D	\$ 17.36	0	D

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

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Secu Acq (A) Disp (D)	curities quired or sposed of str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Granted 01/26/1997)	\$ 8.95	10/30/2006		M		4,738	<u>(5)</u>	01/26/2007	Common Stock	0
Stock Options (Granted 01/18/1998)	\$ 13.78						<u>(5)</u>	01/18/2008	Common Stock	5,342
Stock Options (Granted 1/24/1999)	\$ 10.62						<u>(5)</u>	01/24/2009	Common Stock	8,183
Stock Options (Granted 01/23/2000)	\$ 10.21						<u>(5)</u>	01/23/2010	Common Stock	8,807
Stock Options (Granted 01/22/2001)	\$ 10.44						<u>(5)</u>	01/22/2011	Common Stock	9,051
Stock Options (Granted 01/20/2002)	\$ 12.94						<u>(5)</u>	01/20/2012	Common Stock	5,366
Stock Options (Granted 01/20/2003)	\$ 13.75						(5)	01/20/2013	Common Stock	5,270

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ORIE JAMES

138 COLLEGE AVENUE Chief Legal Officer

BEAVER, PA 15009

Signatures

/s/ James G. 11/01/2006

**Signature of Date

Reporting Person

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 Restricted Stock and Incentive Bonus Plan. Vests 20% each year over a five year period.
- (3) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (4) Not applicable; stock option exercise.
- (5) Options are fully vested and are available for immediate exercise.

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 4