

FNB CORP/FL/
Form 4
January 13, 2003

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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)

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i> Tice, Gary L. <hr/> | 2. Issuer Name and Ticker or Trading Symbol F.N.B. Corporation (FBAN) <hr/> | 3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i> 198-38-4242 <hr/> |
| 2150 Goodlette Road North <hr/> <p style="text-align: center;"><i>(Street)</i></p> Naples, FL 34102 <hr/> <p style="text-align: center;"><i>(City) (State) (Zip)</i></p> | 4. Statement for <i>(Month/Day/Year)</i> 12/31/2002 <hr/> | 5. If Amendment, Date of Original <i>(Month/Day/Year)</i> <hr/> |
| | 6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> President & Chief Executive Officer <hr/> | 7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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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> |
|---|--|---|--|---|--|--|---|
|---|--|---|--|---|--|--|---|

| | | | Code | V | Amount | (A) or (D) | Price | | | |
|--------|------------|--|------|---|---------|------------|-------|-----------------|---|-------------------|
| COMMON | 12/30/2002 | | G | | 366.000 | D | N/A | 69658.809 | D | |
| COMMON | | | | | | | | 6654.000 | D | |
| COMMON | | | | | | | | 5700.000 | D | |
| COMMON | | | | | | | | 670.871 (1) | I | BY WIFE |
| COMMON | | | | | | | | 149.000 | D | JOINT WITH WIFE |
| COMMON | | | | | | | | 4886.000 | D | JOINT WITH MOTHER |
| COMMON | | | | | | | | 1623.231 (2) | D | |

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 11/15/1993) | 8.73 | | | | | |

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 | | |
| (3) | 11/15/2003 | COMMON STOCK | 4567 | 4567 | D |
| (4) | 01/18/2008 | COMMON STOCK | 41471 | 41471 | D |
| (4) | 01/24/2009 | COMMON STOCK | 42014 | 42014 | D |
| 04/30/2000 | 04/29/2009 | COMMON STOCK | 408 | 408 | D |
| (4) | 01/23/2010 | COMMON STOCK | 44757 | 44757 | D |
| 01/24/2001 | 01/23/2010 | COMMON STOCK | 1334 | 1334 | D |
| (4) | 01/22/2011 | COMMON STOCK | 77915 | 77915 | D |
| 01/23/2002 | 01/22/2011 | COMMON STOCK | 1472 | 1472 | D |
| (4) | 01/20/2012 | COMMON STOCK | 58550 | 58550 | D |

Explanation of Responses:

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- (1) Includes 5.245 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Award of stock pursuant to the F.N.B. Corporation Restricted Stock and Incentive Bonus Plan. Vests 20% each year over a 5 year period. Includes 23.448 shares acquired under the FNB Corporation Dividend Reinvestment Plan.
- (3) Options vest 10% on grant date and an additional 10% as of each successive anniversary of grant date until fully vested.
- (4) 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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| | | |
|---|---|---|
| <p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>Tice, Gary L.</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>198-38-4242</p> |
| <p>2150 Goodlette Road North</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Naples, FL 34102</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 checked="" 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="padding-left: 40px;">President & Chief Executive Officer</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 (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2a. Deemed Execution Date, if any. (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|---|--|-----------------------------------|--|---|---|--|
|------------------------------------|---|--|-----------------------------------|--|---|---|--|

| | | | Code | V | Amount | (A) or (D) | Price | | |
|--------|--|--|------|---|----------|------------------|-------|---|--------------------------|
| COMMON | | | | | 3812.359 | | | I | BY TRUST (DEFERRED PLAN) |

| | | | | | | | | | | |
|--------|-----|--|---|--|-----------|---|-----|------------------|---|--|
| COMMON | (2) | | A | | 1067.1078 | A | (3) | 8871.0577 (4) | D | |
|--------|-----|--|---|--|-----------|---|-----|------------------|---|--|

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 01/20/2002) | 25.62 | (5) | | | |

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 | | | |
| 01/21/2003 | 01/20/2012 | COMMON STOCK | 1269 | 1269 | D | |
| (7) | | COMMON STOCK | 2952 | 2952 (8) | D | |
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Explanation of Responses:

(1) Shares held in trust and deferred under the FNB Corporation Directors' Compensation Plan. Includes 29,805 shares deferred under the F.N.B. Corporation Dividend Reinvestment Plan.

(2) Transactions under exempt 401(k) Plan during 2002.

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- (3) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (4) Shares held in KSOP. Reporting person votes these shares.
- (5) No activity since date of last report; included solely to represent current beneficial ownership.
- (6) Represents credit under supplemental retirement plan for employer matching contributions which reporting person was prevented from receiving under exempt 401(k) Plan.
- (7) Upon entitlement to amounts under 401(k) Plan.
- (8) Includes 21.3707 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

/s/ Gary L. Tice

12/31/2002

**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).

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