

GURGOVITS STEPHEN J
 Form 4
 January 30, 2006

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GURGOVITS STEPHEN J

(Last) (First) (Middle)
 591 BUHL BOULEVARD
 (Street)

SHARON, PA 16146

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FNB CORP/FL/ [FNB]

3. Date of Earliest Transaction (Month/Day/Year)
 01/26/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Transaction(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 | (D) | Price |
| Common Stock | | | | | 13,313 | D ⁽¹⁾ | |
| Common Stock | | | | | 6,297.4985 | D | |
| Common Stock | | | | | 444 | I | By Wife |
| Common Stock | | | | | 294 | D | |
| Common Stock | | | | | 2,370.3618 | I | By Trust (401K Plan) |

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| | | | | | | | | |
|-----------------------------|------------|--|---|--------|---|-------------|--------|----------------------|
| Common Stock ⁽²⁾ | | | | | | 5,202.0866 | I | By Trust (401K Plan) |
| Common Stock | | | | | | 543 | D | |
| Common Stock ⁽³⁾ | | | | | | 28,740.5265 | D | |
| Common Stock ⁽³⁾ | | | | | | 23,849.9272 | D | |
| Common Stock | | | | | | 1,000 | D | |
| Common Stock | | | | | | 9,506 | I | By Wife |
| Common Stock ⁽³⁾ | | | | | | 25,000 | D | |
| Common Stock | | | | | | 28,618.03 | D | |
| Common Stock | | | | | | 2,185 | D | |
| Common Stock | 01/26/2006 | | M | 5,703 | A | \$ 8.95 | 5,703 | D |
| Common Stock | 01/26/2006 | | S | 5,703 | D | \$ 17.25 | 0 | D |
| Common Stock | 01/27/2006 | | M | 28,476 | A | \$ 8.95 | 28,476 | D |
| Common Stock | 01/27/2006 | | S | 28,476 | D | \$ 17.25 | 45 | D |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | | | | Date Exercisable | Expiration Date | Title | Amount Number Shares | |
|---|----------|------|-------|---------------------|--------------------|------------|----------------------------|----|
| | | Code | V (A) | (D) | | | | |
| Stock Options (Granted 01/18/1998) | \$ 13.78 | | | | <u>(4)</u> | 01/18/2008 | Common Stock | 31 |
| Stock Options (Granted 01/24/1999) | \$ 10.62 | | | | <u>(4)</u> | 01/24/2009 | Common Stock | 77 |
| Stock Options (Granted 04/29/1999) | \$ 10 | | | | 04/30/2000 | 04/29/2009 | Common Stock | 4 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | <u>(4)</u> | 01/23/2010 | Common Stock | 82 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | 01/24/2001 | 01/23/2010 | Common Stock | 1, |
| Stock Options (Granted 01/22/2001) | \$ 10.44 | | | | <u>(4)</u> | 01/22/2011 | Common Stock | 85 |
| Stock Options (Granted 01/22/2001) | \$ 10.44 | | | | 01/23/2002 | 01/22/2011 | Common Stock | 1, |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | | | | <u>(4)</u> | 01/20/2012 | Common Stock | 52 |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | | | | 01/21/2003 | 01/20/2012 | Common Stock | 1, |
| Stock Options (Granted 01/20/2003) | \$ 13.75 | | | | <u>(4)</u> | 01/20/2013 | Common Stock | 51 |
| Stock Options (Granted | \$ 13.75 | | | | 01/21/2004 | 01/20/2013 | Common Stock | 2, |

01/20/2003)

Common
Stock
Equivelant
(5)

\$ 20.48

(6)

(7)

Common
Stock 9,04

Stock
Options
(Granted
01/26/1997)

\$ 8.95

01/26/2006

M

5,703

(4)

01/26/2007

Common
Stock 28

Stock
Options
(Granted
01/26/1997)

\$ 8.95

01/27/2006

M

28,476

(4)

01/26/2007

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GURGOVITS STEPHEN J 591 BUHL BOULEVARD SHARON, PA 16146 | X | | President and CEO | |

Signatures

/s/ Stephen J.
Gurgovits 01/30/2006

**Signature of Reporting
Person Date

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) Shares held jointly with spouse.
- (2) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (3) 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.
- (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.
- (8) Not applicable; stock option exercise.

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