FNB CORP/FL/ Form 4 May 22, 2014

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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

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 **ROSE JOHN W** Issuer Symbol FNB CORP/FL/ [FNB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title ONE F.N.B. BLVD 05/21/2014 below) (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

HERMITAGE, PA 16148

| (City) | (State) (Z | Zip) Table | e I - Non-Do | erivative S | Securi | ties Acq | quired, Disposed o | of, or Beneficial | ly Owned |
|------------------------|--------------------------------------|-------------------------------|------------------|-------------|--------|------------|-------------------------|---------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 1 1 | | • | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any | Code | (D) | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (A) | | Reported | | |
| | | | | | or | | Transaction(s) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 05/21/2014 | | A | 3,300 | A | \$ 12.1 | 111,476 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Person

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

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Form filed by More than One Reporting

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| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transact | 5. orNumber | 6. Date Exerc Expiration D | | 7. Titl Amou | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|------------------|--------------------------------------|-------------------------------|----------------|-------------|-------------------------------|------------|-----------------|----------|------------------------|----------------|
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | /e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securitie | S | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | l | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | l | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | C- 1- V | (A) (D) | Data | F: | T:41- | A | | |
| | | | | Code V | (A) (D) | | Expiration | Title | | | |
| | | | | | | Exercisable | Date | | or | | |
| | | | | | | | | | Number | | |
| | | | | | | | | | of | | |
| | | | | | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| ROSE JOHN W | | | | | | | |
| ONE F.N.B. BLVD | X | | | | | | |
| HERMITAGE, PA 16148 | | | | | | | |

Signatures

/s/John W. Rose 05/22/2014

**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).

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.

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