

FNB CORP/PA/
Form 4
April 05, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ORIE JAMES

(Last) (First) (Middle)

**ONE NORTH SHORE CENTER, 12
FEDERAL STREET**

(Street)

PITTSBURGH, PA 15212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FNB CORP/PA/ [FNB]

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

04/03/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)
Chief Legal Officer / Corporate Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	04/03/2017		A	(A) or (D) Amount 4,471 (1)	Price 12,846.2341	D	
Common Stock	04/03/2017		F	(A) or (D) Amount 1,855 (2)	Price 10,991.2341	D	

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

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information contained in this form are not
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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 Underlying (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Restricted Stock Units	(3)	04/03/2017		M	2,219,052 (4)	03/31/2017(3) 03/31/2017(3)	Common Stock
Restricted Stock Units	(5)	04/03/2017		A	2,836	04/03/2020 04/03/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ORIE JAMES ONE NORTH SHORE CENTER 12 FEDERAL STREET PITTSBURGH, PA 15212	Chief Legal Officer Corporate Secretary

Signatures

/s/James G. Orie 04/05/2017

**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) 4,471 shares vested from the 2014 Long Term Incentive Plan. 2,219 shares were Time-Based and 2,252 shares were Performance-Based.
- (2) From the above mentioned vesting, 1,855 shares were used to cover the tax portion. 898 shares for the Time-Based award and 957 shares for the Performance-Based award.
- (3) Converted into common stock on one-to-one basis upon satisfaction of vesting conditions.
- (4) Includes 17 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan in 2017.
- (5) Representing contingent right to receive one share of common stock per restricted stock unit upon satisfaction of vesting conditions.

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.