

Moorehead Robert M  
Form 5  
February 13, 2019

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Moorehead Robert M  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
FNB CORP/PA/ [FNB]  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2018

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Wholesale Banking Officer

ONE NORTH SHORE CENTER, 12 FEDERAL STREET  
  
(Street)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

PITTSBURGH, PA 15212  
  
(City) (State) (Zip)

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) | (A) or (D) | Price    | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| Common Stock                                      | ^                                    | ^  | ^                              | ^   | ^          | ^        | 33,516.9654<br>(1)   | D  | ^   |
| Common Stock                                      | 12/17/2018                           | ^  | A                              | 1,144.5321<br>(2)   | A          | \$ 10.11 | 7,650.1784<br>(3)  | I  | By Trust (401k Plan)                                  |
| Depository Shares Representing Series E Preferred | ^                                    | ^  | ^                              | ^   | ^          | ^        | 6,000  | D  | ^   |

Stock

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

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(9-02)

**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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | \$ 13.01   | ^                                    | ^  | ^                              | ^ ^   | 03/31/2019 03/31/2019                                    | Common Stock 7,908 (4)  |
| Restricted Stock Units                     | \$ 14.87   | ^                                    | ^  | ^                              | ^ ^   | 03/31/2020 03/31/2020                                    | Common Stock 7,382 (5)  |
| Restricted Stock Units                     | \$ 13.15   | ^                                    | ^  | ^                              | ^ ^   | 03/31/2021 03/31/2021                                    | Common Stock 8,451 (6)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                                   |
|---|---------------|-----------|---------|-----------------------------------|
|   | Director      | 10% Owner | Officer | Other                             |
| Moorehead Robert M<br>ONE NORTH SHORE CENTER<br>12 FEDERAL STREET<br>PITTSBURGH, PA 15212 | ^             | ^         | ^       | Chief Wholesale Banking Officer ^ |

## Signatures

Robert M. Moorehead 02/13/2019

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) Includes 380.3820 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(2) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2018.

(3) Includes 282.8966 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(4) Includes 292 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(5) Includes 272 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(6) Includes 244 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.