

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)

| | | |
|---|---|---|
| <p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>Richter, Garrett S.</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>177-38-4557</p> |
| <p>2320 Harrier Run</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Naples, FL 34105</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 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="text-align: center;">Executive Vice President</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).

1 of 2

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 | | | | | | | 29873.358 | D | |
| COMMON | | | | | | | 135.023 (1) | D | |
| COMMON | | | | | | | 3780.000 | D | |
| COMMON | | | | | | | 1217.274 (2) | D | |
| COMMON | | | | | | | 6893.000 | D | |
| COMMON | | | | | | | 2800.452 (3) | I | BY TRUST (DEFERRED PLAN) |
| COMMON | (4) | | A | | 941.9447 | (5) | 7219.0736 | I | BY TRUST (401K PLAN) |

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 | | |
| (6) | 11/15/2003 | COMMON STOCK | 29688 | 29688 | D |
| (7) | 01/18/2008 | COMMON STOCK | 26841 | 26841 | D |
| (7) | 01/24/2009 | COMMON STOCK | 13371 | 13371 | D |
| (7) | 01/23/2010 | COMMON STOCK | 14403 | 14403 | D |
| (7) | 01/22/2011 | COMMON STOCK | 14518 | 14518 | D |
| (7) | 01/20/2012 | COMMON STOCK | 19672 | 19672 | D |
| (9) | | COMMON STOCK | 286 | 286 (10) | I INTEREST IN PLAN |

Explanation of Responses:

(1) Includes 1.056 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

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- (2) Includes 9.517 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan
- (3) Includes 21.894 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Transactions under exempt 401(k) Plan during 2002.
- (5) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (6) Options vest 10% on grant date and an additional 10% as of each successive anniversary of grant date until fully vested.
- (7) Options vest over a five year period, 20% each year on anniversary of grant date.
- (8) Represents credit under supplemental retirement plan for employer matching contributions which reporting person was prevented from receiving under exempt 401(k) Plan.
- (9) Upon entitlement to amounts under 401(k) plan.
- (10) Includes 2.2645 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

| | |
|---|---------------|
| _____ **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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|------------------------------------|---|--|-----------------------------------|--|---|---|--|
|------------------------------------|---|--|-----------------------------------|--|---|---|--|

(A)
or
Code V Amount(D) Price

| | | | | | | | |
|--------|--|--|--|--|---------------|---|-----------------------------|
| COMMON | | | | | 27.188 (1) | I | WIFE CUST FOR MELISSA |
|--------|--|--|--|--|---------------|---|-----------------------------|

| | | | | | | | |
|--------|--|--|--|--|---------------|---|----------------------------|
| COMMON | | | | | 27.188 (1) | I | WIFE CUST FOR ROBERT |
|--------|--|--|--|--|---------------|---|----------------------------|

| | | | | | | | |
|--------|--|--|--|--|---------------|---|-------------------------------|
| COMMON | | | | | 27.188 (1) | I | WIFE CUST FOR ELIZABETH |
|--------|--|--|--|--|---------------|---|-------------------------------|

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

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|--|--|--|--|--|--|-----|
| | | | | Code V | (A) | (D) |
| | | | | | | |

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