

ORIE JAMES

Form 4

December 27, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ORIE JAMES

(Last) (First) (Middle)

138 COLLEGE AVENUE

(Street)

BEAVER, PA 15009

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2005

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) below)

Chief Legal Officer

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)
Common Stock ⁽¹⁾				(A) or (D)	2,192.5585	D	
Common Stock ⁽²⁾				(A) or (D)	115.8919	D	
Common Stock ⁽²⁾				(A) or (D)	313.2216	D	
Common Stock				(A) or (D)	1,045.4189	D	
Common Stock				(A) or (D)	635.7949	I	By Trust (401k Plan)

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Common Stock						1,522.9073	I	By Trust (401k Plan)
Common Stock ⁽¹⁾						2,100	D	
Common Stock ⁽¹⁾	12/23/2005		A	2,350	A	⁽³⁾ 2,350	D	

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)		8. De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Granted 01/26/1997)	\$ 8.95							(4)	01/26/2007	Common Stock	4,738
Stock Options (Granted 01/18/1998)	\$ 13.78							(4)	01/18/2008	Common Stock	5,342
Stock Options (Granted 1/24/1999)	\$ 10.62							(4)	01/24/2009	Common Stock	8,183
Stock Options (Granted 01/23/2000)	\$ 10.21							(4)	01/23/2010	Common Stock	8,807

Stock Options (Granted 01/22/2001)	\$ 10.44	(5)	01/22/2011	Common Stock	9,051
Stock Options (Granted 01/20/2002)	\$ 12.94	(5)	01/20/2012	Common Stock	5,366
Stock Options (Granted 01/20/2003)	\$ 13.75	(5)	01/20/2013	Common Stock	5,270

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORIE JAMES 138 COLLEGE AVENUE BEAVER, PA 15009			Chief Legal Officer	

Signatures

/s/ James G.
Orie 12/27/2005

__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) 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.
 - (2) Award of stock pursuant to the F.N.B. Corporation Restricted Stock and Incentive Bonus Plan. Vests 20% each year over a five year period.
 - (3) Not applicable; represents award of stock pursuant to the F.N.B. Corporation 2001 Incentive Plan.
 - (4) Options are fully vested and are available for immediate exercise.
 - (5) Options vest over a five year period, 20% each year on the anniversary of grant date.

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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