

FNB CORP/FL/  
Form 4/A  
January 10, 2007

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROBERTS GARY**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1139 WISHART PLACE**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/22/2005**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

President & CEO FNB of PA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/30/2005**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**HERMITAGE, PA 16148**

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>					9,396.6818	D	
Common Stock <u>(1)</u>					7,500	D	
Common Stock	08/26/2005		I	V	2,683.1479	A	\$ 18.206
					8,030.4567	I	By Trust (401k Plan)
Common Stock <u>(2)</u>					1,822.6171	I	By Trust (401k Plan)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Granted 01/18/1998)	\$ 13.78					(3)	01/18/2008	Common Stock	11,242
Stock Options (Granted 01/24/1999)	\$ 10.62					(3)	01/24/2009	Common Stock	19,178
Stock Options (Granted 01/22/2000)	\$ 10.21					(3)	01/23/2010	Common Stock	21,049
Stock Options (Granted 01/20/2001)	\$ 10.44					(4)	01/22/2011	Common Stock	21,556
Stock Options (Granted 01/20/2002)	\$ 12.94					(4)	01/20/2012	Common Stock	12,846
Stock Options (Granted 01/20/2003)	\$ 13.75					(4)	01/20/2013	Common Stock	20,875
Common Stock	\$ 20.48					(6)	(7)	Common Stock	873.8824

Equivelant  
(5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS GARY 1139 WISHART PLACE HERMITAGE, PA 16148			President & CEO FNB of PA	

## Signatures

/s/Gary J. Roberts	01/10/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (3) Options are fully vested and are available for immediate exercise.
- (4) Options vest over a five year period, 20% each year on the anniversary of grant date.
- (5) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (6) Upon entitlement to amounts under exempt 401(k) Plan.
- (7) Not applicable; represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.

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.