

GURGOVITS STEPHEN J  
 Form 5  
 February 12, 2009

**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 \*  
**GURGOVITS STEPHEN J**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**591 BUHL BOULEVARD**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

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

**SHARON, PA 16146**

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

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

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) Price |  |  |   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â                | 191,282.713<br>(1)   | D  | Â   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â                | 9,950  | I  | By Spouse   |
| Common Stock                    | 01/15/2008(2)                        | Â  | A                              | 686.9674  | A \$ 15.2846     | 10,587.5813<br>(3)   | I  | By Trust (401k Plan)                                  |

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

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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 and Amount of Underlying Securities (Instr. 3 and 4) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount Number Shares |
| Common Stock Equivelant                    | \$ 12.85   | Â                                    | Â  | Â                              | Â Â   | Â (4)  | Â (5)           | Common Stock  | 10,878 (6)           |
| Stock Options (Granted 01/20/2002)         | \$ 12.94   | Â                                    | Â  | Â                              | Â Â   | Â (7)  | 01/20/2012      | Common Stock  | 52,1                 |
| Stock Options (Granted 01/20/2002)         | \$ 12.94   | Â                                    | Â  | Â                              | Â Â   | 01/21/2003   | 01/20/2012      | Common Stock  | 1,2                  |
| Stock Options (Granted 01/20/2003)         | \$ 13.75   | Â                                    | Â  | Â                              | Â Â   | Â (7)  | 01/20/2013      | Common Stock  | 51,0                 |
| Stock Options (Granted 01/20/2003)         | \$ 13.75   | Â                                    | Â  | Â                              | Â Â   | 01/21/2004   | 01/20/2013      | Common Stock  | 2,1                  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |            |       |
|---|---------------|-----------|------------|-------|
|   | Director      | 10% Owner | Officer    | Other |
| GURGOVITS STEPHEN J<br>591 BUHL BOULEVARD<br>SHARON, PA 16146 | Â X           | Â         | Â Chairman | Â     |

## Signatures

/s/Stephen J. Gurgovits  
02/12/2009

\_\_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 11832.1851 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 2008.
- (3) Includes 716.0159 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Upon entitlement to amounts under exempt 401(k) Plan.
- (5) 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.
- (6) Includes 741.7459 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (7) Options are fully vested and are available for immediate exercise.

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