

GUERRIERI GARY L
 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 *
 GUERRIERI GARY L

(Last) (First) (Middle)

ONE NORTH SHORE
 CENTER, 12 FEDERAL STREET

(Street)

HERMITAGE, PA 16148

(City) (State) (Zip)

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

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)
 Chief Credit Officer

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Amount or 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 | ^ | ^ | ^ | ^ | ^ | ^ | 40,341.152 | D | ^ |
| Common Stock | 12/17/2018 | ^ | A | 1,144.651 (1) | A | \$ 10.11 | 43,964.6212 (2) | I | By Trust (401K Plan) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 719.2093 (3) | I | By Child |
| Depository Shares | ^ | ^ | ^ | ^ | ^ | ^ | 400 | D | ^ |

Representing
Series E
Preferred
Stock

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Units | \$ 13.01 | Â | Â | Â | Â | Â | 03/31/2019 | 03/31/2019 | Common Stock | 8,224 (4) |
| Restricted Stock Units | \$ 14.87 | Â | Â | Â | Â | Â | 03/31/2020 | 03/31/2020 | Common Stock | 7,643 (5) |
| Restricted Stock Units | \$ 13.15 | Â | Â | Â | Â | Â | 03/31/2021 | 03/31/2021 | Common Stock | 8,741 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GUERRIERI GARY L ONE NORTH SHORE CENTER 12 FEDERAL STREET HERMITAGE, PA 16148 | Â | Â | Â Chief Credit Officer | Â |

Signatures

Gary L.
Guerrieri

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) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2018.
- (2) Includes 1,625.7759 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Includes 25.7155 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Includes 304 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 282 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Includes 252 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.