

ROBERTS GARY
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 *
ROBERTS GARY

(Last) (First) (Middle)

1139 WISHART PLACE

(Street)

HERMITAGE, PA 16148

(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
__X__ Officer (give title below) ____ Other (specify below)

President & CEO FNB of PA

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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			Code	V Amount (D) Price	43.4321	D	
Common Stock					11.008	D	
Common Stock ⁽¹⁾					9,396.6818	D	
Common Stock ⁽¹⁾					7,500	D	
Common Stock					8,030.4567	I	By Trust (401k Plan)

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Common Stock <u>(2)</u>						1,822.6171	I	By Trust (401k Plan)
Common Stock <u>(1)</u>	12/23/2005		A	10,000	A	<u>(3)</u>	10,000	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Granted 01/18/1998)	\$ 13.78					<u>(4)</u> 01/18/2008	Common Stock 11,242
Stock Options (Granted 01/24/1999)	\$ 10.62					<u>(4)</u> 01/24/2009	Common Stock 19,178
Stock Options (Granted 01/22/2000)	\$ 10.21					<u>(4)</u> 01/23/2010	Common Stock 21,049
Stock Options (Granted 01/20/2001)	\$ 10.44					<u>(5)</u> 01/22/2011	Common Stock 21,556
Stock Options (Granted 01/20/2002)	\$ 12.94					<u>(5)</u> 01/20/2012	Common Stock 12,846

Stock Options (Granted 01/20/2003)	\$ 13.75	(5)	01/20/2013	Common Stock	20,875
Common Stock Equivelant (6)	\$ 20.48	(7)	(8)	Common Stock	873.8824

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 12/27/2005

__Signature of Date
Reporting Person

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) 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.
- (6) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (7) Upon entitlement to amounts under exempt 401(k) Plan.
- (8) 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.