

DELIE VINCENT J JR  
Form 5  
February 01, 2018

# 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 \*  
DELIE VINCENT J JR  
  
(Last) (First) (Middle)

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

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

ONE F.N.B. BOULEVARD  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and President

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

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

HERMITAGE, PA 16148  
  
(City) (State) (Zip)

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)	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	Â	Â	Â	Â	Â	Â	236,482.3367 (1)	D	Â
Common Stock	11/06/2017	Â	A	3,156.9676 (2)	A	\$ 14.69	41,779.207 (3)	I	By Trust (401k Plan)
Depository Shares Representing Series E Preferred	Â	Â	Â	Â	Â	Â	1,000	D	Â

Stock

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)
						(A)	(D)	
Restricted Stock Units	\$ 13.14	Â	Â	Â	Â	Â	03/31/2018 03/31/2018	Common Stock 27,684 <sup>(4)</sup>
Restricted Stock Units	\$ 13.01	Â	Â	Â	Â	Â	03/31/2019 03/31/2019	Common Stock 61,050 <sup>(5)</sup>
Restricted Stock Units	\$ 14.87	Â	Â	Â	Â	Â	03/31/2020 03/31/2020	Common Stock 63,232 <sup>(6)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELIE VINCENT J JR ONE F.N.B. BOULEVARD HERMITAGE, PA 16148	Â X	Â	Â CEO and President	Â

## Signatures

Vincent J. Delie, Jr. 02/01/2018

\*\*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 7,525.4639 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 2017.
- (3) Includes 358.3235 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Includes 925.0000 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 1,084.0000 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Includes 1,642.0000 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.