

ORIE JAMES
Form 4
February 09, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ORIE JAMES

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)
138 COLLEGE AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Legal Officer

BEAVER, PA 15009

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

6. Individual or Joint/Group Filing (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 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>					2,303.6311 <u>(2)</u>	D	
Common Stock <u>(3)</u>	01/31/2005		J	V 115.8919 D <u>(4)</u>	0	D	
Common Stock <u>(3)</u>	01/31/2005		J	V 78.3054 D <u>(4)</u>	246.8163 <u>(5)</u>	D	
Common Stock	01/15/2005		A	V 185.8943 A \$ 18.8279	862.7999 <u>(6)</u>	I	By Trust (401k Plan)
Common Stock <u>(7)</u>	01/15/2005		A	V 280.488 A <u>(8)</u>	1,895.6998 <u>(9)</u>	I	By Trust (401k)

Plan)

Common Stock <u>(1)</u>						2,206.3818 <u>(10)</u>	D
Common Stock <u>(1)</u>						2,350	D
Common Stock	01/31/2005		J V	78.3054	A <u>(4)</u>	1,123.7243	D
Common Stock	01/31/2005		J V	115.8919	A <u>(4)</u>	1,302.4123 <u>(11)</u>	D

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

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SEC 1474
(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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (Granted 01/26/1997)	\$ 8.95					<u>(12)</u> 01/26/2007	Common Stock	4,738
Stock Options (Granted 01/18/1998)	\$ 13.78					<u>(12)</u> 01/18/2008	Common Stock	5,342
Stock Options (Granted 1/24/1999)	\$ 10.62					<u>(12)</u> 01/24/2009	Common Stock	8,183
Stock	\$ 10.21					<u>(12)</u> 01/23/2010	Common	8,807

Options (Granted 01/23/2000)				Stock	
Stock Options (Granted 01/22/2001)	\$ 10.44	(12)	01/22/2011	Common Stock	9,051
Stock Options (Granted 01/20/2002)	\$ 12.94	(12)	01/20/2012	Common Stock	5,366
Stock Options (Granted 01/20/2003)	\$ 13.75	(12)	01/20/2013	Common Stock	5,270

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORIE JAMES 138 COLLEGE AVENUE BEAVER, PA 15009			Chief Legal Officer	

Signatures

/s/ James G.
Orie

02/09/2006

**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) 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) Includes 111.0726 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Award of stock pursuant to the F.N.B. Corporation Restricted Stock and Incentive Bonus Plan. Vests 20% each year over a five year period.
- (4) Not applicable; transfer between accounts.
- (5) Includes 11.9001 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Includes 41.11070403 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (7) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (8) Transaction under exempt 401(k) Plan during 2005.
- (9) Includes 92.30449711 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

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- (10) Includes 106.3818 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (11) Includes 62.7961 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (12) Options are fully vested and are available for immediate exercise.

Remarks:

Statement of 2005 holdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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