

FNB CORP/FL/
Form 4/A
February 11, 2005

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 *
MOGLE DAVID B

(Last) (First) (Middle)

3484 PHEASANT CHASE

(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)
05/30/2003

4. If Amendment, Date Original Filed(Month/Day/Year)
02/03/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 1,332 ⁽¹⁾ | D | |
| Common Stock | | | | | 1,278 ⁽¹⁾ | D ⁽²⁾ | |
| Common Stock | | | | | 4,740.141 ⁽³⁾ | D | |
| Common Stock ⁽⁴⁾ | | | | | 2,789.277 ⁽⁵⁾ ⁽⁶⁾ | I | By Trust (Deferred 401k Plan) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Granted 01/20/1995) | \$ 9.51 | | | | | <u>(7)</u> | 01/20/2005 | Common Stock | 4,649 |
| Stock Options (Granted 01/30/1996) | \$ 14.47 | | | | | <u>(7)</u> | 01/30/2006 | Common Stock | 8,860 |
| Stock Options (Granted 01/26/1997) | \$ 16.88 | | | | | <u>(7)</u> | 01/26/2007 | Common Stock | 3,566 |
| Stock Options (Granted 01/18/1998) | \$ 25.98 | | | | | <u>(7)</u> | 01/18/2008 | Common Stock | 4,077 |
| Stock Options (Granted 01/24/1999) | \$ 20.03 | | | | | <u>(9)</u> | 01/24/2009 | Common Stock | 4,228 |
| Stock Options (Granted 01/23/2000) | \$ 19.26 | | | | | <u>(9)</u> | 01/23/2010 | Common Stock | 4,750 |
| Stock Options (Granted | \$ 19.68 | | | | | <u>(9)</u> | 01/22/2011 | Common Stock | 4,971 |

01/22/2001)

Stock

| | | | | | |
|------------------------------------|---------|------------|------------|-----------------|-------|
| Options (Granted 01/20/2002) | \$ 24.4 | <u>(9)</u> | 01/20/2012 | Common Stock | 3,011 |
|------------------------------------|---------|------------|------------|-----------------|-------|

Stock

| | | | | | |
|------------------------------------|----------|------------|------------|-----------------|-------|
| Options (Granted 01/20/2003) | \$ 25.92 | <u>(9)</u> | 01/20/2013 | Common Stock | 3,037 |
|------------------------------------|----------|------------|------------|-----------------|-------|

Common

| | | | | | |
|------------------------------------|----------|-------------|-------------|-----------------|----------|
| Stock Equivalent <u>(10)</u> | \$ 35.45 | <u>(11)</u> | <u>(12)</u> | Common Stock | 108,2171 |
|------------------------------------|----------|-------------|-------------|-----------------|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MOGLE DAVID B 3484 PHEASANT CHASE HERMITAGE, PA 16148 | | | Secretary | |

Signatures

/s/ David B. Mogle 02/11/2005

 **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 shares acquired as the result of a 5% stock dividend on 05/30/2003.
- (2) Shares held jointly with wife.
- (3) Includes 220,855 shares acquired as the result of a 5% stock dividend on 05/30/2003 and 102,194 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Transactions under exempt 401(k) Plan during 2003.
- (5) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (6) Includes shares acquired as the result of a 5% stock dividend on 05/30/2003 and shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (7) Options are fully vested and are immediately available for exercise.
- (8) Reflects change in exercise price and number of shares obtainable due to a 5% stock dividend on 05/30/2003.
- (9) Options vest over a five year period, 20% each year on the anniversary of grant date.
- (10) Represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.

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- (11) Upon entitlement to amount under 401(k) plan.
- (12) 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.

Remarks:

Statement of holdings as of 12/31/2003.

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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