

FNB CORP/FL/
Form 4
April 17, 2008

FORM 4

**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).

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 *
SHEETZ STANTON R

(Last) (First) (Middle)
5700 6TH AVENUE
(Street)

ALTOONA, PA 16601

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2008

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/15/2008		A		334	A	\$ 14.96
Common Stock					4,305	D	
Common Stock					11,070	I	By IRA
Common Stock					1,011	I	By Keogh

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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 18.86					(1) 05/01/2008	05/01/2008	Common Stock	1,011
Stock Options	\$ 17.56					(1) 05/01/2009	05/01/2009	Common Stock	1,011
Stock Options	\$ 12.37					(1) 05/01/2010	05/01/2010	Common Stock	1,011
Stock Options	\$ 14.67					(1) 05/01/2011	05/01/2011	Common Stock	1,011
Stock Options	\$ 16.24					(1) 05/01/2012	05/01/2012	Common Stock	1,011
Stock Options	\$ 17.24					(1) 05/01/2013	05/01/2013	Common Stock	1,011
Stock Options	\$ 16.64					(1) 05/01/2014	05/01/2014	Common Stock	1,011
Stock Options	\$ 14.74					(1) 12/19/2015	12/19/2015	Common Stock	1,011

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEETZ STANTON R 5700 6TH AVENUE ALTOONA, PA 16601	X			

Signatures

/s/Stanton R.
Sheetz

04/17/2008

__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) Options are fully vested and are available for immediate exercise.

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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