

SHEETZ STANTON R
Form 4
July 28, 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

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)
5700 6TH AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2008

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

ALTOONA, PA 16601

(City) (State) (Zip)

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

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 or Price		
Common Stock	06/15/2008		A	V	17.7879 (1) \$ 13.4923	A	5,500.7879 D
Common Stock	07/24/2008		P		300 \$ 11.39	A	5,800.7879 D
Common Stock	07/24/2008		P		200 \$ 11.4	A	6,000.7879 D
Common Stock	07/24/2008		P		200 \$ 11.41	A	6,200.7879 D
Common Stock	07/24/2008		P		200 \$ 11.42	A	6,400.7879 D
	07/24/2008		P		100 \$ 11.425	A	6,500.7879 D

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Common Stock							
Common Stock	07/24/2008	P	7,491	A	\$ 11.43	13,991.7879	D
Common Stock	07/24/2008	P	1,400	A	\$ 11.4398	15,391.7879	D
Common Stock	07/24/2008	P	2,200	A	\$ 11.44	17,591.7879	D
Common Stock	07/24/2008	P	1,400	A	\$ 11.4498	18,991.7879	D
Common Stock	07/24/2008	P	1,200	A	\$ 11.4499	20,191.7879	D
Common Stock	07/24/2008	P	4,500	A	\$ 11.45	24,691.7879	D
Common Stock	07/24/2008	P	1,400	A	\$ 11.4596	26,091.7879	D
Common Stock	07/24/2008	P	400	A	\$ 11.4599	26,491.7879	D
Common Stock	07/24/2008	P	3,900	A	\$ 11.46	30,391.7879	D
Common Stock	07/24/2008	P	100	A	\$ 11.465	30,491.7879	D
Common Stock	07/24/2008	P	3,800	A	\$ 11.47	34,291.7879	D
Common Stock	07/24/2008	P	100	A	\$ 11.475	34,391.7879	D
Common Stock	07/24/2008	P	1,800	A	\$ 11.4798	36,191.7879	D
Common Stock	07/24/2008	P	1,800	A	\$ 11.4799	37,991.7879	D
Common Stock	07/24/2008	P	8,564	A	\$ 11.48	46,555.7879	D
Common Stock	07/24/2008	P/K	400	A	\$ 11.4898	46,955.7879	D
Common Stock	07/24/2008	P	5,554	A	\$ 11.49	52,509.7879	D
Common Stock	07/24/2008	P	400	A	\$ 11.4998	52,909.7879	D
Common Stock	07/24/2008	P	20,791	A	\$ 11.5	73,700.7879	D
	07/24/2008	P	100	A	\$ 11.51	73,800.7879	D

Common Stock								
Common Stock	07/24/2008	P	1,900	A	\$ 11.5199	75,700.7879	D	
Common Stock	07/24/2008	P	1,700	A	\$ 11.52	77,400.7879	D	
Common Stock	07/24/2008	P	200	A	\$ 11.525	77,600.7879	D	
Common Stock	07/24/2008	P	1,100	A	\$ 11.5296	78,700.7879	D	

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

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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)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

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 07/28/2008

__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) Shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Remarks:

Direct Beneficial Ownership has increased by 178 shares due to the conversion of Omega Financial Corporation to F.N.B. Co.

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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