

MARTZ D STEPHEN
 Form 4/A
 May 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 MARTZ D STEPHEN

(Last) (First) (Middle)
 ONE F.N.B. BLVD
 (Street)
 HERMITAGE, PA 16148
 (City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/17/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/18/2018

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)
Common Stock	05/17/2018		A	V 740 A	\$ 13.52 132,378.3302	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
------------------------	---------------	--------------------------------------	-------------------------------	-----------------------	-----------	---	------------------------	------------------------	-------------

Not Applicable

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.0% (1)

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) The percent ownership calculated is based upon an aggregate of 10,351,381 shares outstanding as of October 27, 2014.

2

CUSIP No. 350060109

1 NAME OF REPORTING PERSONS

Keeley Small Cap Value Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (SEE INSTRUCTIONS) (b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

5 SOLE VOTING POWER

NUMBER OF
 SHARES 0
 BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 0
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING 0
 PERSON 8 SHARED DISPOSITIVE POWER

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IV

(1) The percent ownership calculated is based upon an aggregate of 10,351,381 shares outstanding as of October 27, 2014.

CUSIP No. 350060109

1 NAME OF REPORTING PERSONS

John L. Keeley, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (SEE INSTRUCTIONS) (b)

Not Applicable
 3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
 SHARES 0
 6 BENEFICIALLY
 OWNED BY
 EACH 7

SHARED VOTING POWER

SOLE DISPOSITIVE POWER

REPORTING
 PERSON 0
 WITH 8

SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

290 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.003% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) The percent ownership calculated is based upon an aggregate of 10,351,381 shares outstanding as of October 27, 2014.

CUSIP No. 350060109

Item 1(a). Name of Issuer:

L. B. Foster Company

Item 1(b). Address of Issuer's Principal Executive Offices:

415 Holiday Drive, Pittsburgh, PA 15220

Item 2(a). Name of Person Filing:

The persons filing this Schedule 13G are:

- (i) Keeley Asset Management Corp.
- (ii) Keeley Small Cap Value Fund, a series of Keeley Funds, Inc.
- (iii) John L. Keeley, Jr.

Item 2(b). Address of Principal Business Office or, if none, Residence:

- (i)-(iii) 111 West Jackson, Suite 810, Chicago, Illinois 60604

Item 2(c). Citizenship:

- (i) Keeley Asset Management Corp. is an Illinois corporation.
- (ii) Keeley Funds, Inc. is a Maryland corporation.
- (iii) John L. Keeley, Jr. is a citizen of the United States.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

350060109

Item 3. If this statement is filed pursuant to sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E).

CUSIP No. 350060109

Item 4. Ownership:

Keeley Asset Management Corp.

- (a) Amount Beneficially Owned: 828,499 (2)
- (b) Percent of Class: 8.0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 811,279
 - (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 828,499
- (iv) shared power to dispose or to direct the disposition of: 0

Keeley Small Cap Value Fund

- (a) Amount Beneficially Owned: 600,000 (2)
- (b) Percent of Class: 5.8%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

(2) Keeley Asset Management Corp. and Keeley Small Cap Value Fund share beneficial ownership over the same 600,000 shares.

CUSIP No. 350060109

John L. Keeley, Jr.

(a) Amount Beneficially Owned: 290

(b) Percent of Class: 0.003%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

N/A

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of Group:

N/A

7

CUSIP No. 350060109

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits.

1. Agreement to file Schedule 13G jointly (previously filed as Exhibit 1 to the reporting parties' Schedule 13G filed February 7, 2012).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2015
KEELEY ASSET MANAGEMENT CORP.

By: /s/ John L. Keeley, Jr.
John L. Keeley, Jr., President

KEELEY FUNDS, INC.

By: /s/ John L. Keeley, Jr.
John L. Keeley, Jr., President

/s/ John L. Keeley, Jr.
John L. Keeley, Jr.

8
