

FNB CORP/FL/  
Form S-8 POS  
June 27, 2007

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As filed with the Securities and Exchange Commission on June 27, 2007

Registration No. 333 - 38376

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
F.N.B. CORPORATION  
(Exact name of registrant as specified in its charter)**

**Florida**  
(State or other jurisdiction of incorporation  
or organization)

**25-1255406**  
(I.R.S. Employer  
Identification No.)

**One F.N.B. Boulevard  
Hermitage, Pennsylvania**  
(Address of Principal Executive Offices)

**16148**  
(Zip code)

**F.N.B. Corporation  
1998 Directors Stock Option Plan  
(Full title of the plan)  
Stephen J. Gurgovits  
President and Chief Executive Officer  
F.N.B. Corporation  
One F.N.B. Boulevard  
Hermitage, PA 16148**

(Name and address of agent for service)  
**(724) 981-6000**  
(Telephone number, including area code, of agent for service)

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**DEREGISTRATION OF CERTAIN SECURITIES**

Pursuant to the Registration Statement on Form S-8 (File No. 333-38376) (the Original Form S-8 ), filed with the Securities and Exchange Commission on June 1, 2000, F.N.B. Corporation (the Registrant ) initially registered 450,000 shares of its common stock, to be offered or sold by the Registrant pursuant to the F.N.B. Corporation 1998 Directors Stock Option Plan (the 1998 Plan ).

On May 14, 2007, the shareholders of the Registrant approved the F.N.B. Corporation 2007 Incentive Compensation Plan (the 2007 Plan ). Upon approval of the 2007 Plan, no further awards will be made under the 1998 Plan.

The Registrant is filing this Post-Effective Amendment No. 1 to the Original Form S-8 in order to deregister 353,560.2 shares previously registered under the Original Form S-8, but not issued or otherwise allocated to outstanding awards under the 1998 Plan. The Original S-8 otherwise continues in effect as to the balance of the shares of common stock available for issuance pursuant to awards previously granted under the 1998 Plan.

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SIGNATURES

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**The Registrant.** Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hermitage, Commonwealth of Pennsylvania, on June 25, 2007.

F.N.B. Corporation

By: /s/ Stephen J. Gurgovits  
 Stephen J. Gurgovits  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated.

| Signature  | Title   | Date          |
|--|---|---------------|
| /s/ Stephen J. Gurgovits<br>Stephen J. Gurgovits | Director; President and Chief Executive Officer (Principal Executive Officer) | June 25, 2006 |
| /s/ Brian F. Lilly<br>Brian F. Lilly             | Chief Financial Officer (Principal Financial Officer)                         | June 25, 2006 |
| /s/ Vincent J. Calabrese<br>Vincent J. Calabrese | Controller (Principal Accounting Officer)                                     | June 25, 2006 |
| /s/ Peter Mortensen<br>Peter Mortensen           | Director  | June 25, 2006 |
| /s/ William B. Campbell<br>William B. Campbell   | Director  | June 25, 2006 |
| /s/ Henry M. Ekker<br>Henry M. Ekker             | Director  | June 25, 2006 |
| /s/ Robert B. Goldstein<br>Robert B. Goldstein   | Director  | June 25, 2006 |
|  | Director  | June __, 2006 |
| Dawne S. Hickton                                 |   |               |



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| Signature  | Title    | Date          |
|--|----------|---------------|
| /s/ David J. Malone<br>David J. Malone           | Director | June 25, 2006 |
| /s/ Harry F. Radcliffe<br>Harry F. Radcliffe     | Director | June 25, 2006 |
| /s/ Arthur J. Rooney, II<br>Arthur J. Rooney, II | Director | June 25, 2006 |
| /s/ John W. Rose<br>John W. Rose                 | Director | June 25, 2006 |
| /s/ William J. Strimbu<br>William J. Strimbu     | Director | June 25, 2006 |
| /s/ Earl K. Wahl, Jr.<br>Earl K. Wahl, Jr.       | Director | June 25, 2006 |