

GURGOVITS STEPHEN J  
 Form 4  
 January 30, 2006

**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 \*  
**GURGOVITS STEPHEN J**

(Last) (First) (Middle)  
 591 BUHL BOULEVARD  
 (Street)

SHARON, PA 16146

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/18/2005**

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)  
**President and CEO**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                |   | 13,313  | D <sup>(1)</sup>   |   |
| Common Stock                    |                                      |  |                                |   | 6,297.4985 <sup>(2)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   | 444   | I  | By Wife   |
| Common Stock                    |                                      |  |                                |   | 294   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,370.3618 <sup>(3)</sup>   | I  | By Trust (401K Plan)                                  |

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|                         |            |   |   |          |   |            |                        |   |                      |
|-------------------------|------------|---|---|----------|---|------------|------------------------|---|----------------------|
| Common Stock <u>(4)</u> | 01/18/2005 | A | V | 310.3481 | A | <u>(4)</u> | 5,202.0866 <u>(5)</u>  | I | By Trust (401K Plan) |
| Common Stock            |            |   |   |          |   |            | 543                    | D |                      |
| Common Stock <u>(6)</u> |            |   |   |          |   |            | 28,740.5265 <u>(7)</u> | D |                      |
| Common Stock <u>(6)</u> |            |   |   |          |   |            | 23,849.9272 <u>(8)</u> | D |                      |
| Common Stock            |            |   |   |          |   |            | 1,000                  | D |                      |
| Common Stock            |            |   |   |          |   |            | 9,506                  | I | By Wife              |
| Common Stock <u>(6)</u> |            |   |   |          |   |            | 25,000                 | D |                      |
| Common Stock            |            |   |   |          |   |            | 28,618.03 <u>(9)</u>   | D |                      |
| Common Stock            |            |   |   |          |   |            | 2,185 <u>(10)</u>      | 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (Granted 01/26/1997)         | \$ 8.95  |                                      |  |                                |   | <u>(11)</u>  | 01/26/2007  | Common Stock | 34,179                     |

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|                                    |          |             |                       |              |        |
|------------------------------------|----------|-------------|-----------------------|--------------|--------|
| Stock Options (Granted 01/18/1998) | \$ 13.78 | <u>(11)</u> | 01/18/2008            | Common Stock | 31,571 |
| Stock Options (Granted 01/24/1999) | \$ 10.62 | <u>(11)</u> | 01/24/2009            | Common Stock | 77,301 |
| Stock Options (Granted 04/29/1999) | \$ 10    |             | 04/30/2000 04/29/2009 | Common Stock | 403    |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | <u>(11)</u> | 01/23/2010            | Common Stock | 82,741 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 |             | 01/24/2001 01/23/2010 | Common Stock | 1,319  |
| Stock Options (Granted 01/22/2001) | \$ 10.44 | <u>(11)</u> | 01/22/2011            | Common Stock | 85,036 |
| Stock Options (Granted 01/22/2001) | \$ 10.44 |             | 01/23/2002 01/22/2011 | Common Stock | 1,457  |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | <u>(11)</u> | 01/20/2012            | Common Stock | 52,164 |
| Stock Options (Granted 01/20/2002) | \$ 12.94 |             | 01/21/2003 01/20/2012 | Common Stock | 1,255  |
| Stock Options (Granted 01/20/2003) | \$ 13.75 | <u>(11)</u> | 01/20/2013            | Common Stock | 51,061 |
| Stock Options (Granted 01/20/2003) | \$ 13.75 |             | 01/21/2004 01/20/2013 | Common Stock | 2,166  |
|                                    | \$ 20.48 | <u>(13)</u> | <u>(14)</u>           |              |        |

Common  
Stock  
Equivalent  
(12)

Common 9,044,394  
Stock (15)

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| GURGOVITS STEPHEN J<br>591 BUHL BOULEVARD<br>SHARON, PA 16146 | X             |           | President and CEO |       |

## Signatures

/s/ Stephen J.  
Gurgovits

01/30/2006

\*\*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 held jointly with spouse.
- (2) Includes 233.3789 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Includes 89.9604 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (5) Includes 196.9538 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Award of stock pursuant to the F.N.B. Corporation 2001 Incentive Plan. Vests 50% on third anniversary of grant date and 50% to vest on the fourth anniversary of the grant date, with the second 50% being subject to the satisfaction of certain performance criteria.
- (7) Includes 1385.7292 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (8) Includes 574.9644 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (9) Includes 539.5864 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (10) Reflects the conversion of shares due to the merger of NSD Bancorp, Inc. to F.N.B. Corp. on 2/18/2005.
- (11) Options are fully vested and are available for immediate exercise.
- (12) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (13) Upon entitlement to amounts under exempt 401(k) Plan.
- (14) 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.
- (15) Includes 436.0768 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

### Remarks:

Statement of 2005 holdings.

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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