

MORTENSEN PETER
Form 4
October 29, 2004

FORM 4

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

OMB APPROVAL

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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 *
MORTENSEN PETER

(Last) (First) (Middle)
426 ROBERTSON ROAD
(Street)
HERMITAGE, PA 16148
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2004

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)
Chairman

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 | (A) or (D) | Price |
| Common Stock | 10/28/2004 | | M | | 32,500 | A | \$ 10.62 |
| Common Stock | 10/28/2004 | | S | | 32,500 | D | \$ 20.65 |
| Common Stock | | | | | | | 1,000 ⁽¹⁾ |
| Common Stock | | | | | | | 80,241.661 |
| Common Stock | | | | | | | 425.985 |
| | | | | | | I ⁽²⁾ | By Wife |

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Common Stock 26,146.022 I By Trust (Deferred Plan)

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 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 Number Shares |
| Stock Options (Granted 01/18/1998) | \$ 13.78 | | | | | (3) 01/18/2008 | Common Stock 5 |
| Stock Options (Granted 01/24/1999) | \$ 10.62 | 10/28/2004 | | M | 32,500 | (3) 01/24/2009 | Common Stock 30 |
| Stock Options (Granted 04/29/1999) | \$ 10 | | | | | 04/30/2000 04/29/2009 | Common Stock 4 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | | (3) 01/23/2010 | Common Stock 95 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | | 01/24/2001 01/23/2010 | Common Stock 1 |
| Stock Options (Granted 01/22/2001) | \$ 10.44 | | | | | (3) 01/22/2011 | Common Stock 93 |

| | | | | | |
|------------------------------------|----------|------------|------------|--------------|------|
| Stock Options (Granted 01/22/2001) | \$ 10.44 | 01/23/2002 | 01/22/2011 | Common Stock | 1 |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | (3) | 01/20/2012 | Common Stock | 16 |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | 01/21/2003 | 01/20/2012 | Common Stock | 1 |
| Stock Options (Granted 01/20/2003) | \$ 13.75 | 01/21/2004 | 01/20/2013 | Common Stock | 2 |
| Common Stock Equivalent (5) | \$ 18.8 | (6) | (7) | Common Stock | 14,9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| MORTENSEN PETER 426 ROBERTSON ROAD HERMITAGE, PA 16148 | X | | Chairman | |

Signatures

/s/ Peter
Mortensen

10/29/2004

**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) Award of stock pursuant to the F.N.B. Corporation 2001 Incentive Plan.
- (2) Beneficial ownership of these shares are disclaimed.
- (3) Options are fully vested and are available for immediate exercise.
- (4) Not applicable; stock option exercise.
- (5) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (6) Upon entitlement to amounts under exempt 401(k) Plan.

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- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.