

FNB CORP/FL/  
Form 4  
July 28, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)  
**07/26/2005**

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)  
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	(D)	Price
Common Stock					82,241	D	
Common Stock					444.7606	I <sup>(1)</sup>	By Wife
Common Stock					27,298.4388	I	By Trust (Deferred Plan)
Common Stock	07/26/2005		M		5,700	A	\$ 13.78
Common Stock	07/26/2005		M		95,960	A	\$ 10.21

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Common Stock	07/26/2005	M	1,319	A	\$ 10.21	102,979	D
Common Stock	07/26/2005	M	93,899	A	\$ 10.44	196,878	D
Common Stock	07/26/2005	S	173,800	D	\$ 20	23,078	D
Common Stock	07/26/2005	S	2,800	D	\$ 20.2	20,278	D
Common Stock	07/26/2005	S	1,800	D	\$ 20.21	18,478	D
Common Stock	07/26/2005	S	1,400	D	\$ 20.22	17,078	D
Common Stock	07/26/2005	S	1,700	D	\$ 20.24	15,378	D
Common Stock	07/26/2005	S	300	D	\$ 20.25	15,078	D
Common Stock	07/26/2005	S	100	D	\$ 20.26	14,978	D
Common Stock	07/26/2005	S	2,900	D	\$ 20.27	12,078	D
Common Stock	07/26/2005	S	2,400	D	\$ 20.28	9,678	D
Common Stock	07/26/2005	S	1,000	D	\$ 20.29	8,678	D
Common Stock	07/26/2005	S	700	D	\$ 20.3	7,978	D
Common Stock	07/26/2005	S	100	D	\$ 20.31	7,878	D
Common Stock	07/26/2005	S	3,836	D	\$ 20.32	4,042	D
Common Stock	07/26/2005	S	4,042	D	\$ 20.33	0	D
Common Stock	07/26/2005	M	1,457	A	\$ 10.44	1,457	D
Common Stock	07/26/2005	M	1	A	\$ 12.94	1,458	D
Common Stock	07/26/2005	S	1,458	D	\$ 20.33	0	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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4)	Amount of Underlying Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Stock Options (Granted 01/18/1998)	\$ 13.78	07/26/2005		M	5,700	<u>(2)</u> 01/18/2008	Common Stock		
Stock Options (Granted 01/23/2000)	\$ 10.21	07/26/2005		M	95,960	<u>(2)</u> 01/23/2010	Common Stock		
Stock Options (Granted 01/23/2000)	\$ 10.21	07/26/2005		M	1,319	01/24/2001 01/23/2010	Common Stock		
Stock Options (Granted 01/22/2001)	\$ 10.44	07/26/2005		M	93,899	<u>(2)</u> 01/22/2011	Common Stock		
Stock Options (Granted 01/22/2001)	\$ 10.44	07/26/2005		M	1,457	01/23/2002 01/22/2011	Common Stock		
Stock Options (Granted 01/20/2002)	\$ 12.94	07/26/2005		M	1	<u>(2)</u> 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 01/20/2002)	\$ 13.75					01/21/2004 01/20/2013	Common Stock	2	

01/20/2003)

Common  
Stock  
Equivalent  
(4)

\$ 20.48

(5)

(6)

Common  
Stock 15,6

## 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 07/28/2005

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