

MOSS ROBERT  
Form 4  
December 16, 2002

OMB APPROVAL
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

x Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b)

<b>1. Name and Address of Reporting Person* (Last, First, Middle)</b>  Moss, Robert S <hr/>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  F.N.B. Corporation (FBAN) <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  189-28-7989 <hr/>
P.O. Box 103 Shady Drive <hr/> <p style="text-align: center;"><i>(Street)</i></p> Conneaut Lake, PA 16316 <hr/> <p style="text-align: center;"><i>(City) (State) (Zip)</i></p>	<b>4. Statement for (Month/Day/Year)</b>  12/11/2002 <hr/>	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  <hr/>
	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below)  <input type="checkbox"/> Other (specify below) <hr/>	<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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(A)  
or  
Code V Amount(D) Price

COMMON					2454.762	D	
COMMON					179.943	I	By Wife
COMMON					1000.000	D	
COMMON					151.000	I	Custodian for Alexa Moss
COMMON					151.000	I	Custodian for Jarred Moss
COMMON					11420.000	D	
COMMON					8351.258 (1)	D	

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
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Code	V	(A)	(D)
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STOCK OPTIONS (GRANTED 01/24/1999)	21.03				
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**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
01/25/2000	01/24/2009	COMMON STOCK	1465	1465	D
04/30/2000	04/29/2009	COMMON STOCK	408	408	D
01/24/2001	01/23/2010	COMMON STOCK	1206	1206	D
01/23/2002	01/22/2011	COMMON STOCK	1316	1316	D
01/21/2003	01/20/2012	COMMON STOCK	1045	1045	D
05/04/2003	05/03/2012	COMMON STOCK	876	876	D

**Explanation of Responses:**

(1) Shares acquired under the F.N.B. Corporation Directors' Compensation Plan.

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/s/ Robert S. Moss

12/11/2002

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\*\*Signature of Reporting  
Person

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Date

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\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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