

FNB CORP/FL/  
Form 4  
January 13, 2003

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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**

- 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*</b> <i>(Last, First, Middle)</i>  Rundorff, William J. <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</b> <i>(Voluntary)</i>  279-46-4563 <hr/>
9246 Troon Lakes Drive <hr/> <p style="text-align: center;"><i>(Street)</i></p> Naples, FL 34109 <hr/> <p><i>(City) (State) (Zip)</i></p>	<b>4. Statement for</b> <i>(Month/Day/Year)</i>  12/31/2002 <hr/>	<b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i>  <hr/>
(City) (State) (Zip)	<b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i>  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i>  Executive Vice President <hr/>	<b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i>  <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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			Code	V	Amount	(A) or (D)	Price		
COMMON							3446.305 (1)	D	
COMMON							1735.000	D	
COMMON	(2)		A		434.4191	A	(3) 3170.8461	I	BY TRUST (401K PLAN)

**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>	
				Code V	(A)	(D)
STOCK OPTIONS (GRANTED 01/20/1995)	9.98					

**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>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
IMMED	01/20/2005	COMMON STOCK	8860	8860	D
IMMED	01/30/2006	COMMON STOCK	16882	16882	D
IMMED	01/26/2007	COMMON STOCK	9080	9080	D
(4)	01/18/2008	COMMON STOCK	10996	10996	D
(4)	01/24/2009	COMMON STOCK	20446	20446	D
(4)	01/23/2010	COMMON STOCK	22452	22452	D
(4)	01/22/2011	COMMON STOCK	23034	23034	D
(4)	01/20/2012	COMMON STOCK	13661	13661	D
(6)		COMMON STOCK	1631	1631 (7)	I INTEREST IN PLAN

**Explanation of Responses:**

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- (1) Includes 26.943 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Transactions under exempt 401(k) Plan during 2002.
- (3) Represents employer matching contributions pursuant to exempt 401(k) Plan.
- (4) Options vest over a five year period, 20% each year on anniversary of grant date.
- (5) Represents credit under supplemental retirement plan for employer matching stock contributions which reporting person was prevented from receiving under exempt 401(k) Plan.
- (6) Upon entitlement to amounts under 401(k) Plan.
- (7) Included 12.919 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

/s/ William J. Rundorff

12/31/2002

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

\_\_\_\_\_  
\*\* 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.