

LILLY BRIAN F
Form 4
February 14, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LILLY BRIAN F

(Last) (First) (Middle)

4111 FAIRWAY DRIVE

(Street)

GIBSONIA, PA 15044

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FNB CORP/FL/ [FNB]

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

01/15/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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					1,500	D	
Common Stock ⁽¹⁾					8,694.7032 ⁽²⁾	D	
Common Stock ⁽¹⁾					8,327.6543 ⁽³⁾	D	
Common Stock ⁽¹⁾					8,665.9057 ⁽⁴⁾	D	
Common Stock	01/15/2006 ⁽⁵⁾		A	V 363.725 A <u>6</u>	847.6532 ⁽⁷⁾	I	By Trust (401k Plan)

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LILLY BRIAN F
4111 FAIRWAY DRIVE
GIBSONIA, PA 15044

Chief Financial Officer

Signatures

/s/Brian F. Lilly 02/14/2007

**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. 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.
- (2) Includes 467.4511 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Includes 447.7196 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Includes 465.9057 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Transaction under exempt 401(k) Plan.
- (6) Represents employer matching contributions pursuant to exempt 401(k) Plan.

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(7) Includes 41,180 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Remarks:

Statement of 2006 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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