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

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

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1. Name and Address of Reporting Person* *(Last, First, Middle)*

Bettinger, Cass

880 Barcarmil Way

(Street)

Naples, FL 34110

(City) *(State)* *(Zip)*

2. Issuer Name and Ticker or Trading Symbol

F.N.B. Corporation (FBAN)

3. I.R.S. Identification Number of Reporting Person, if an entity *(Voluntary)*

528-58-3487

4. Statement for *(Month/Day/Year)*

12/31/2002

5. If Amendment, Date of Original *(Month/Day/Year)*

6. Relationship of Reporting Person(s) to Issuer *(Check All Applicable)*

o Director o 10% Owner

x Officer *(give title below)*

o Other *(specify below)*

Executive Vice President & Chief Admin. Officer

7. Individual or Joint/Group Filing *(Check Applicable Line)*

x Form filed by One Reporting Person

o Form filed by More than One Reporting Person

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).

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 Transactions(s) *(Instr. 3 and 4)*	6. Ownership Form: Direct (D) or Indirect (I) *(Instr. 4)*	7. Nature o Indirect Beneficia Ownersh *(Instr. 4)*
			Code	V	Amount	(A) or (D)	Price			
COMMON								246.612 (1)	D	
COMMON	(2)		A		53.7025	A	30.4953	53.7025	I	BY TRUS (401K PLAN)
COMMON	(2)		A		445.6256	A	(3)	445.6256	I	BY TRUS (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 *(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)*	
				Code	V	(A)	(D)
STOCK OPTIONS (GRANTED 01/20/2002)	25.62	(4)					

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 *(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(s) *(Instr. 4)*	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) *(Instr. 4)*	11. Nature of Indirect Beneficial Ownership *(Instr. 4)*
Date Exercisable	**Expiration Date**	**Title**	**Amount or Number of Shares**				
(5)	01/20/2012	COMMON STOCK	26250		26250	D	
(7)		COMMON STOCK	187		SEE BELOW		
(7)		COMMON STOCK	200		SEE BELOW		
(7)		COMMON STOCK	215		SEE BELOW		
(7)		COMMON STOCK	229		232 (8)	I	INTEREST IN PLAN

Explanation of Responses:

(1) Includes 1.928 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) No activity since date of last report; included solely to represent current beneficial ownership.

(5) Options vest over a five year period, 20% each year on anniversary of grant date.

(6) Represents credit under supplemental retirement plan for employer matching contributions which reporting person was prevented from receiving under exempt 401(k) Plan.

(7) Upon entitlement to amounts under 401(k) plan.

(8) Includes 3.2312 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

/s/ Cass Bettinger	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.