

MORTENSEN PETER
Form 4
January 23, 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)

| | | |
|---|---|---|
| <p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>Mortensen, Peter</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>F.N.B. Corporation (FBAN)</p> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <p>161-28-9808</p> |
| <p>7015 Greentree Drive</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Naples, FL 34108</p> <p><i>(City) (State) (Zip)</i></p> | <p>4. Statement for <i>(Month/Day/Year)</i></p> <p>12/31/2002</p> | <p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> |
| <p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> | <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> | |

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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).

Page 1 of 2

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) | (A) or (D) | Price | 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 of Beneficial Ownership (Instr. 4) |
|------------------------------------|---|--|-----------------------------------|--|------------|-------|---|---|---|
| COMMON | 05/02/2002 | | S | 10000.000 | D | 31.55 | SEE BELOW | | |
| | 05/10/2002 | | G | 140.000 | D | N/A | 100252.439 (1) | I | BY PAR SHI |
| COMMON | | | | | | | 393.845 (2) | I | BY |
| COMMON | | | | | | | 24173.373 (3) | I | BY (DE PLA |

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 01/26/1993) | 6.75 | (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) |
|---|--|---|---|---|---|
| IMMED | 01/26/2003 COMMON STOCK | 9768 | 9768 | D | |
| IMMED | 01/03/2004 COMMON STOCK | 9303 | 9303 | D | |
| IMMED | 01/20/2005 COMMON STOCK | 11818 | 11818 | D | |
| IMMED | 01/30/2006 COMMON STOCK | 22513 | 22513 | D | |
| IMMED | 01/26/2007 COMMON STOCK | 30043 | 30043 | D | |
| IMMED | 01/18/2008 COMMON STOCK | 28868 | 28868 | D | |
| IMMED | 01/24/2009 COMMON STOCK | 89802 | 89802 | D | |
| 04/30/2000 | 04/29/2009 COMMON STOCK | 408 | 408 | D | |
| IMMED | 01/23/2010 COMMON STOCK | 96934 | 96934 | D | |

Explanation of Responses:

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- (1) Includes 4773.926 shares acquired as a result of a 5% stock dividend on 05/31/2002.
- (2) Includes 18.337 shares acquired as a result of a 5% stock dividend on 05/31/2002 and 8.769 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (3) Includes 1125.485 shares acquired as a result of a 5% stock dividend on 05/31/2002 and 538.185 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Represents change in exercise price and number of shares obtainable upon exercise due to a 5% stock dividend on 05/31/2002.

| | |
|---|---------------|
| _____ **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).

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

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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> |
|---|--|---|--|---|--|--|---|
|---|--|---|--|---|--|--|---|

(A)
or
Code V Amount (D) Price

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 01/23/2000) | 20.22 | (1) | | | |

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 | | |
| 01/24/2001 | 01/23/2010 | COMMON STOCK | 1334 | 1334 | D |
| IMMED | 01/22/2011 | COMMON STOCK | 94853 | 94853 | D |
| 01/23/2002 | 01/22/2011 | COMMON STOCK | 1472 | 1472 | D |
| IMMED | 01/20/2012 | COMMON STOCK | 164640 | 164640 | D |
| 01/21/2003 | 01/20/2012 | COMMON STOCK | 1433 | 1433 | D |
| (3) | | COMMON STOCK | 7341 | 7341 (4) | I INTEREST IN PLAN |

Explanation of Responses:

(1) Represents change in exercise price and number of shares obtainable upon exercise due to a 5% stock dividend on 05/31/2002.

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

(3) Upon entitlement to amounts under exempt 401(k) plan.

(4) This account was understated by 565.6835 shares as of the last Form-4 filed and is shown in the above corrected balance. Includes 341.7824 shares acquired as a result of a 5% stock dividend on 05/31/2002 and 209.2122 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

/s/ Peter Mortensen

12/31/2002

**Signature of Reporting
Person

Date

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