

FNB CORP/PA/  
Form 4  
April 05, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Robinson Barry C

(Last) (First) (Middle)  
ONE NORTH SHORE CENTER, 12  
FEDERAL STREET  
(Street)

PITTSBURGH, PA 15212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FNB CORP/PA/ [FNB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/03/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Consumer Banking Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/03/2017		A		5,447 <u>(1)</u>	A	<u>(1)</u> 32,719.928 D
Common Stock	04/03/2017		F		1,740 <u>(2)</u>	D	<u>(2)</u> 30,979.928 D

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 Underlying (Instr. 3)
Restricted Stock Units	(3)	04/03/2017		M	2,702,889 <sup>(4)</sup>	03/31/2017 <sup>(3)</sup> 03/31/2017 <sup>(3)</sup>	Common Stock
Restricted Stock Units	(5)	04/03/2017		A	6,111	04/03/2020 04/03/2020	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Barry C ONE NORTH SHORE CENTER 12 FEDERAL STREET PITTSBURGH, PA 15212			Chief Consumer Banking Officer	

## Signatures

/s/Barry C. Robinson  
04/05/2017

\*\*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) 5,447 shares vested from the 2014 Long Term Incentive Plan. 2,704 shares were Time-Based and 2,743 shares were Performance-Based.
- (2) From the above mentioned vesting, 1,740 shares were used to cover the tax portion. 864 shares for the Time-Based award and 876 shares for the Performance-Based award.
- (3) Converted into common stock on one-to-one basis upon satisfaction of vesting conditions.
- (4) Includes 21 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan in 2017.
- (5) Representing contingent right to receive one share of common stock per restricted stock unit upon satisfaction of vesting conditions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.