

MORTENSEN PETER
Form 4
January 23, 2003

OMB APPROVAL
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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).

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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 SHIP
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 <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	01/26/2003	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
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** 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.

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<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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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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(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 <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 01/23/2000)	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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