FNB CORP/FL/ Form 4 October 19, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person *

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)

Nicholas Heidi A Issuer Symbol FNB CORP/FL/ [FNB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title ONE NORTH SHORE CENTER 10/16/2015 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

2. Issuer Name and Ticker or Trading

Filed(Month/Day/Year)

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

5. Relationship of Reporting Person(s) to

PITTSBURGH, PA 15212

(State)

(Zip)

(City)

		140	ic 1 - 11011-	Derivative Sec	cui itic	s Acqu	irea, Disposed of, of Deficiently Owned			
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired				5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
					(A)		Reported	(Instr. 4)		
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
C			Code v	7 IIIIO GIII	(D)	Filee	(224 0702			
Common	10/16/2015		M	725.8702	Α	(2)	6,334.8702	D		
Stock	10,10,2010			<u>(1)</u>		_	<u>(1)</u>	_		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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3. Transaction Date 3A. Deemed

Derivative	Conversion	(Month/Day/Year) Execution Date, if TransactionDerivative			vative	Date	Underlying So			
Security	or Exercise		any Code Securities		rities	(Month/Day/Year	(Instr. 3 and 4			
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
	Security									
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 13.04	10/16/2015		M			725.8702 (1)	10/16/2015(2)	10/16/2015(2)	Common Stock

5. Number of

6. Date Exercisable and Expiration

7. Title and A

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Officer Other

Nicholas Heidi A
ONE NORTH SHORE CENTER X
PITTSBURGH, PA 15212

Signatures

1. Title of

2.

/s/Heidi A. Nicholas

**Signature of Date
Reporting Person

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) Includes 77.6105 shares acquired pursuant to dividend reinvestment feature associated with award of restricted stock units described in footnote (2).
- (2) One third of restricted stock units awarded October 15, 2014 vests each year between 2015-2017.

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.

Reporting Owners 2