MACE EDWARD J Form 4 January 07, 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

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

	Address of Reast, First, Mid		2.		r Name and Ticker or ing Symbol	3.	I.R.S. Identification Person, if an entity	on Number of Reporting y (Voluntary)
Mace, Edw	ard J.		-	F.N.I	3. Corporation (FBAN)	-	262-92-1126	
720 Goodle	ette Road North	n Suite 202	4.		ment for (Month/Day/Year)	5.	If Amendment, Da (Month/Day/Year)	ate of Original
	(Street)		6.		tionship of Reporting Person(s) to	7.	Individual or Join (Check Applicable	
Naples, FL	34102		-	X	Director O 10% Owner		X	Form filed by One Reporting Person
(City)	(State)	(Zip)		o	Officer (give title below)		o	Form filed by More than One Reporting
				o	Other (specify below)			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).

1 of 3

Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transactioth Code (Instr. 8)	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 of Indirect Beneficial Ownership (Instr. 4)
						Code V A	(A) or Amoun(D) Prid	æ					
COMMON									72248.000		I		RIBEK COR
COMMON									509.6335		I		NOMINEE NAME
COMMON									586.008 (1)		I		BY TRUST (DEFERRED PLAN)
COMMON									134.9950		I		CUST. FOR NICHOLAS MACE
COMMON									134.9950		Ī		CUST. FOR SPENCER MACE
COMMON									134.9950		I		CUST. FOR TREVOR MACE

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

1. Title of Derivative 2. Conversion or 3. Transaction 3a. Deemed Execution 4. Transaction 5. Number of Derivative Security Exercise Date Date, if any Code Securities (Instr. 3) **Price of Derivative** (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of Security **(D)** (Instr. 3, 4 and 5) Code V **(D) (A)** STOCK OPTIONS (GRANTED 21.03 (2) 01/24/1999)

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

6. Date Exercis Expiration I (Month/Day/	Date	7. Title and A of Underlyi (Instr. 3 and	ng Securities	8. Price of 9. Derivative Security (Instr. 5)	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						
01/25/2000	01/24/2009	COMMON STOCK	1541		1541		D		
04/30/2000	04/29/2009	COMMON STOCK	408		408		D		
01/24/2001	01/23/2010	COMMON STOCK	1355		1355		D		
01/23/2002	01/22/2011	COMMON STOCK	1407		1407		D		
01/21/2003	01/20/2012	COMMON STOCK	1378		1378		D		

Explanation of Responses:

- (1) Shares held in trust and deferred under the F.N.B. Corporation Directors' Compensation Plan.
- (2) No activity since date of last report; included solely to represent current beneficial ownership.

	**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 mu	ust be manually signed. If space is insufficient, see Instruction 6 for procedure.

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•		Address of Re Last, First, Midward J.		2.	Trad	r Name and Ticker or ing Symbol 3. Corporation (FBAN)		3.		cation Number of Reporting entity (Voluntary)
	720 Goodle	ette Road North	n Suite 202	4.		ment for (Month/Day/.	Year)	5.	If Amendmer (Month/Day/Y	nt, Date of Original ear)
		(Street)		6.		tionship of Reporting l r (Check All Applicable	` '	7.	Individual or (Check Applic	Joint/Group Filing able Line)
	Naples, FL	. 34102		-	X	Director _O	10% Owner		X	Form filed by One Reporting Person
	(City)	(State)	(Zip)		0 0	Officer (give title be	,		0	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).

2 of 3

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)	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 of Indirect Beneficial Ownership (Instr. 4)
						Code V A	(A) or Amoun(D) Price						
COMMON									32.7826		I		NOMINE CUST FOI NICHOLA MACE
COMMON									32.7826		I		NOMINEI CUST FO SPENCER MACE
COMMON									32.7826		I		NOMINE CUST FO TREVOR MACE
COMMON									2227.414		I		TRUSTEE FOR JUDITH BECKLEE
COMMON									2227.414		I		TRUSTEE FOR SARAH BECKLEE
COMMON									2227.414		I		TRUSTER FOR WILLIAN BECKLE
COMMON									25688.0000		I		TRUSTEE RIBEK CORP PENSION

$\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Code V (A) (D)	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	 Deemed Execution Date, if any (Month/Day/Year)	 Transaction Code (Instr. 8)	5.	Securities	A) or Dispose	ed of
							Code V		(A)	(D)	

						ed, Disposed of, or Beneficial ts, options, convertible secur				
6.	Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		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 Expiratio Exercisable Date	Amount or n Number of Title Shares								
_										
_										
Ex	xplanation of Respons	es:								
		**Signature of Repor Person	ting			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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(City)	(State)	(Zip)		o	Officer (give title below)		o	Form filed by More than One Reporting
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Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Dat	emed Execution te, if any. onth/Day/Year)	3.	Transaction Code (Instr. 8)	Securities A or Disposed (Instr. 3, 4 a.	of (D)	d (A)	5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficia Ownersh (Instr. 4)
					Code V	Amount	(A) or (D)	Price				
COMMON										12477.000	D	
COMMON										286.000	D	JOINTLY W/ MOTHER
COMMON										422.000	D	
COMMON	01/03/2003				A	111.583	A	28.006		4302.751 (1)	D	

$\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Code V (A) (D)	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)	 Transaction 5 Code (Instr. 8)	Securities	A) or Dispose	ed of
								Code V	(A)	(D)	

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued (e.g., puts, calls, warrants, options, convertible securities)												
6.	Date Exerci Expiration I (Month/Day/	Date	of U	and Amount inderlying rities r. 3 and 4)		Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owner Following Reported Transaction(s) (Instr. 4)		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								
-												
_												
_												
Ex	xplanation o	f Responses	s:									
(1) Shares acquired under the FNB Corporation Directors' Compensation Plan.												
		_	/s/ Ed	ward J. Mace	:		C	01/06/2003				
				ure of Report Person	ing			Date				

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