

Moorehead Robert M
 Form 5
 February 01, 2018

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Moorehead Robert M

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

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 Wholesale Banking Officer

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 25,983.5834 (1) | D | ^ |
| Common Stock | 03/28/2017 | ^ | A | 1,201.1125 (2) | A | \$ 15.63 | 6,222.7497 (3) | I | By Trust (401k Plan) |
| Depository Shares Representing Series E Preferred | ^ | ^ | ^ | ^ | ^ | ^ | 6,000 | D | ^ |

Edgar Filing: Moorehead Robert M - Form 5

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(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 and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | \$ 13.14 | ^ | ^ | ^ | ^ ^ | 03/31/2018 03/31/2018 | Common Stock | 2,903 |
| Restricted Stock Units | \$ 13.01 | ^ | ^ | ^ | ^ ^ | 03/31/2019 03/31/2019 | Common Stock | 7,616 |
| Restricted Stock Units | \$ 14.87 | ^ | ^ | ^ | ^ ^ | 03/31/2020 03/31/2020 | Common Stock | 7,110 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------------|
| | Director | 10% Owner | Officer | Other |
| Moorehead Robert M ONE NORTH SHORE CENTER 12 FEDERAL STREET PITTSBURGH, PA 15212 | ^ | ^ | ^ | Chief Wholesale Banking Officer ^ |

Signatures

Robert M.
Moorehead 02/01/2018

**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) Includes 671.2348 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(2) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2017.

(3) Includes 53.4147 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.