

WINNER DONNA  
Form 4  
December 04, 2002

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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**

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

<b>1. Name and Address of Reporting Person* (Last, First, Middle)</b>  Winner, Donna C. <hr/>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  F.N.B. CORPORATION (FBAN) <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  192-36-3056 <hr/>
3665 Valley View Road <hr/> <p style="text-align: center;"><i>(Street)</i></p> Clark, PA 16113 <hr/> <p style="text-align: center;"><i>(City) (State) (Zip)</i></p>	<b>4. Statement for (Month/Day/Year)</b>  12/03/2002 <hr/>	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  <hr/>
	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below)  <input type="checkbox"/> Other (specify below) <hr/>	<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

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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 <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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			Code	V	Amount	(A) or (D) Price		
COMMON					43712.000		D	
COMMON					96917.000		D	
COMMON					151938.000		I	BY LLC
COMMON					5058.504 (1)		I	BY TRUST (DEFERRED PLAN)
COMMON	12/03/2002		A		10.601	6619.741 (2)	D	

**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 01/24/1999)	21.03					
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(2) Shares acquired under the FNB Corporation Directors' Compensation Plan.

/s/ Donna C. Winner

12/03/2002

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\*\*Signature of Reporting  
Person

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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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