

Calabrese Vincent J
Form 5
February 13, 2019

FORM 5

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Calabrese Vincent J

(Last) (First) (Middle)

ONE NORTH SHORE
CENTER, 12 FEDERAL STREET

(Street)

2. Issuer Name and Ticker or Trading
Symbol
FNB CORP/PA/ [FNB]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

4. If Amendment, Date Original
Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

HERMITAGE, PA 16148

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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)			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)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	119,908.404 ⁽¹⁾	D	Â
Common Stock	12/17/2018	Â	A	1,699.25 ⁽²⁾	A	\$ 10.11	29,911.26 ⁽³⁾	I	By Trust (401k Plan)
Depository Shares Representing Series E Preferred	Â	Â	Â	Â	Â	Â	800	D	Â

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Stock

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

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(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 13.01	Â	Â	Â	Â Â	03/31/2019 03/31/2019	Common Stock 21,340 ⁽⁴⁾
Restricted Stock Units	\$ 14.87	Â	Â	Â	Â Â	03/31/2020 03/31/2020	Common Stock 19,455 ⁽⁵⁾
Restricted Stock Units	\$ 13.15	Â	Â	Â	Â Â	03/31/2021 03/31/2021	Common Stock 22,249 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Calabrese Vincent J ONE NORTH SHORE CENTER 12 FEDERAL STREET HERMITAGE,Â PAÂ 16148	Â	Â	Â Chief Financial Officer	Â

Signatures

Vincent J.
Calabrese, Jr. 02/13/2019

**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 3,934.0122 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 2018.
- (3) Includes 1,097.1823 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Includes 788 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 719 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Includes 642 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.