

MACE EDWARD J  
Form 4  
December 04, 2002

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**

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

<p><b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i></p> <p>Mace, Edward J.</p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>F.N.B. Corporation (FBAN)</p>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i></p> <p>262-92-1126</p>
<p>720 Goodlette Road North Suite 202</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Naples, FL 34102</p> <p><i>(City) (State) (Zip)</i></p>	<p><b>4. Statement for</b> <i>(Month/Day/Year)</i></p> <p>12/03/2002</p>	<p><b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i></p>
<p><b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p>	<p><b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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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 (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 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)
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(A)  
or  
Code V Amount(D) Price

COMMON					72248.000	I	RIBEK CORP
COMMON					505.6235	I	NOMINEE NAME
COMMON					581.427 (1)	I	BY TRUST (DEFERRED PLAN)
COMMON					133.9390	I	CUST. FOR NICHOLAS MACE
COMMON					133.9390	I	CUST. FOR SPENCER MACE
COMMON					133.9390	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 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>
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Code	V	(A)	(D)
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**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

**Explanation of Responses:**

(1) Shares held in trust and deferred under the FNB Corporation Directors' Compensation Plan.

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
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).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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(A)  
or  
Code V Amount(D) Price

COMMON					32.5246	I	NOMINEE CUST FOR NICHOLAS MACE
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COMMON					32.5246	I	NOMINEE CUST FOR SPENCER MACE
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COMMON					32.5246	I	NOMINEE CUST FOR TREVOR MACE
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COMMON					2210.0000	I	TRUSTEE FOR JUDITH BECKLER
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COMMON					2210.0000	I	TRUSTEE FOR SARAH BECKLER
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COMMON					2210.0000	I	TRUSTEE FOR WILLIAM BECKLER
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COMMON					25688.0000	I	TRUSTEE RIBEK CORP PENSION
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				Code V	(A)	(D)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

**Explanation of Responses:**

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

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			Code	V	Amount	(A) or (D)	Price		
COMMON							12477.000	D	
COMMON							286.000	D	JOINTLY W/ MOTHER
COMMON							422.000	D	
COMMON	12/03/2002		A		79.505	A	28.300	4159.023 (1)	D

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				Code V	(A)	(D)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

**Explanation of Responses:**

(1) Shares acquired under the FNB Corporation Directors' Compensation Plan.

/s/ Edward J. Mace

12/03/2002

\*\*Signature of Reporting Person

Date

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