

MCCARTHY ROBERT J JR
 Form 4
 March 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCARTHY ROBERT J JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1701 LACOSTA COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2012

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

PITTSBURGH, PA 15237

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/12/2012		S	1,600	D \$ 11.83	554,300	D
Common Stock	03/12/2012		S	500	D \$ 11.831	553,800	D
Common Stock	03/12/2012		S	100	D \$ 11.835	553,700	D
Common Stock	03/12/2012		S	7,109	D \$ 11.84	546,591	D
Common Stock	03/12/2012		S	1,000	D \$ 11.845	545,591	D
	03/12/2012		S	8,135	D \$ 11.85	537,456	D

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Common Stock								
Common Stock	03/12/2012		S	3,751	D	\$ 11.86	533,705	D
Common Stock	03/12/2012		S	100	D	\$ 11.865	533,605	D
Common Stock	03/12/2012		S	4,157	D	\$ 11.87	529,448	D
Common Stock	03/12/2012		S	1,500	D	\$ 11.871	527,948	D
Common Stock	03/12/2012		S	1,300	D	\$ 11.875	526,648	D
Common Stock	03/12/2012		S	14,767	D	\$ 11.88	511,881	D
Common Stock	03/12/2012		S	12,688	D	\$ 11.89	499,193	D
Common Stock	03/12/2012		S	100	D	\$ 11.895	499,093	D
Common Stock	03/12/2012		S	3,100	D	\$ 11.9	495,993	D
Common Stock	03/12/2012		S	100	D	\$ 11.905	495,893	D
Common Stock	03/12/2012		S	3,900	D	\$ 11.91	491,993	D
Common Stock	03/12/2012		S	3,376	D	\$ 11.92	488,617	D
Common Stock	03/12/2012		S	701	D	\$ 11.93	487,916	D
Common Stock	03/12/2012		S	100	D	\$ 11.94	487,816	D

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

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SEC 1474
(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Own Follo Repo Trans (Instr
	Code V (A) (D)	Date Exercisable	Expiration Date
		Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTHY ROBERT J JR 1701 LACOSTA COURT PITTSBURGH, PA 15237	X			

Signatures

/s/Robert J.
McCarthy

03/13/2012

__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).

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