

FNB CORP/FL/
Form S-8 POS
June 27, 2007

Table of Contents

As filed with the Securities and Exchange Commission on June 27, 2007

Registration No. 333 - 38376

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
F.N.B. CORPORATION
(Exact name of registrant as specified in its charter)**

Florida
(State or other jurisdiction of incorporation
or organization)

25-1255406
(I.R.S. Employer
Identification No.)

**One F.N.B. Boulevard
Hermitage, Pennsylvania**
(Address of Principal Executive Offices)

16148
(Zip code)

**F.N.B. Corporation
1998 Directors Stock Option Plan
(Full title of the plan)
Stephen J. Gurgovits
President and Chief Executive Officer
F.N.B. Corporation
One F.N.B. Boulevard
Hermitage, PA 16148**

(Name and address of agent for service)
(724) 981-6000
(Telephone number, including area code, of agent for service)

Table of Contents

DEREGISTRATION OF CERTAIN SECURITIES

Pursuant to the Registration Statement on Form S-8 (File No. 333-38376) (the "Original Form S-8"), filed with the Securities and Exchange Commission on June 1, 2000, F.N.B. Corporation (the "Registrant") initially registered 450,000 shares of its common stock, to be offered or sold by the Registrant pursuant to the F.N.B. Corporation 1998 Directors' Stock Option Plan (the "1998 Plan").

On May 14, 2007, the shareholders of the Registrant approved the F.N.B. Corporation 2007 Incentive Compensation Plan (the "2007 Plan"). Upon approval of the 2007 Plan, no further awards will be made under the 1998 Plan.

The Registrant is filing this Post-Effective Amendment No. 1 to the Original Form S-8 in order to deregister 353,560.2 shares previously registered under the Original Form S-8, but not issued or otherwise allocated to outstanding awards under the 1998 Plan. The Original S-8 otherwise continues in effect as to the balance of the shares of common stock available for issuance pursuant to awards previously granted under the 1998 Plan.

TABLE OF CONTENTS

SIGNATURES

Table of Contents**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hermitage, Commonwealth of Pennsylvania, on June 25, 2007.

F.N.B. Corporation

By: /s/ Stephen J. Gurgovits
 Stephen J. Gurgovits
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated.

Signature	Title	Date
/s/ Stephen J. Gurgovits Stephen J. Gurgovits	Director; President and Chief Executive Officer (Principal Executive Officer)	June 25, 2006
/s/ Brian F. Lilly Brian F. Lilly	Chief Financial Officer (Principal Financial Officer)	June 25, 2006
/s/ Vincent J. Calabrese Vincent J. Calabrese	Controller (Principal Accounting Officer)	June 25, 2006
/s/ Peter Mortensen Peter Mortensen	Director	June 25, 2006
/s/ William B. Campbell William B. Campbell	Director	June 25, 2006
/s/ Henry M. Ekker Henry M. Ekker	Director	June 25, 2006
/s/ Robert B. Goldstein Robert B. Goldstein	Director	June 25, 2006
	Director	June __, 2006
Dawne S. Hickton		

Table of Contents

Signature	Title	Date
/s/ David J. Malone	Director	June 25, 2006
David J. Malone		
/s/ Harry F. Radcliffe	Director	June 25, 2006
Harry F. Radcliffe		
/s/ Arthur J. Rooney, II	Director	June 25, 2006
Arthur J. Rooney, II		
/s/ John W. Rose	Director	June 25, 2006
John W. Rose		
/s/ William J. Strimbu	Director	June 25, 2006
William J. Strimbu		
/s/ Earl K. Wahl, Jr.	Director	June 25, 2006
Earl K. Wahl, Jr.		