

FNB CORP/PA/
Form 4
November 07, 2016

FORM 4

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

OMB APPROVAL

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

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 *
NALBANDIAN GARY L

(Last) (First) (Middle)

ONE NORTH SHORE CENTER, 12
FEDERAL STREET

(Street)

PITTSBURGH, PA 15212

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (Granted 2/20/2009)	\$ 6.82	11/03/2016	M	(A) 61,261	02/20/2009	02/13/2019	Common Stock	61,261
Stock Options (Granted 2/19/2010)	\$ 5.18	11/03/2016	M	(A) 56,952	02/19/2010	02/13/2019	Common Stock	56,952
Stock Options (Granted 3/27/2012)	\$ 4.96	11/03/2016	M	(A) 118,650	03/27/2012	02/13/2019	Common Stock	118,650
Stock Options (Granted 2/21/2014)	\$ 8.24	11/03/2016	M	(A) 9,492	02/21/2014	02/13/2019	Common Stock	9,492
Stock Options (Granted 2/20/2015)	\$ 10.72	11/03/2016	M	(A) 14,238	02/20/2015	02/13/2019	Common Stock	14,238
Stock Options (Granted 2/16/2007)	\$ 12.02	11/03/2016	M	(A) 68,798	02/16/2007	02/13/2019	Common Stock	68,798
Stock Options (Granted 2/22/2008)	\$ 11.38	11/03/2016	M	(A) 67,146	02/22/2008	02/13/2019	Common Stock	67,146
Stock Options (Granted 2/18/2011)	\$ 5.08	11/03/2016	M	(A) 98,610	02/18/2011	02/13/2019	Common Stock	98,610

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

NALBANDIAN GARY L
ONE NORTH SHORE CENTER
12 FEDERAL STREET
PITTSBURGH, PA 15212

Signatures

/s/Gary L.

Nalbandian

11/07/2016

**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.

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