

FNB CORP/PA/  
Form 4  
April 05, 2017

**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 \*  
**RUBRITZ TIMOTHY G**

(Last) (First) (Middle)  
**ONE F.N.B. BLVD**  
  
(Street)

**HERMITAGE, PA 16148**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/03/2017**

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)  
Corporate Controller

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 Ownership Indirect (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock                    | 04/03/2017                           |  | A                              |   | 3,565<br>(1)  | A  | (1) 149,551.0365                           |
| Common Stock                    | 04/03/2017                           |  | F                              |   | 1,088<br>(2)  | D  | (2) 148,463.0365                           |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units                     | (3)  | 04/03/2017                           |  | M                              | 1,770.3371<br>(4)   | 03/31/2017(3) 03/31/2017                                 | Common Stock (3)                                  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| RUBRITZ TIMOTHY G<br>ONE F.N.B. BLVD<br>HERMITAGE, PA 16148 |               |           | Corporate Controller |       |

## Signatures

/s/Timothy G.  
Rubritz  
Date: 04/05/2017  
\*\*Signature of Reporting Person

## 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) 3,565 shares vested from the 2014 Long Term Incentive Plan. 1,770 shares were Time-Based and 1,795 shares were Performance-Based.
- (2) From the above mentioned vesting, 1,088 shares were used to cover the tax portion. 522 shares for the Time-Based award and 566 shares for the Performance-Based award.
- (3) Converted into common stock on one-to-one basis upon satisfaction of vesting conditions.
- (4) Includes 14 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan in 2017.

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.