FNB CORP/FL/
Form 11-K
June 30, 2003

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

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Roger Bouchard Insurance, Inc. 401 (k) Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

F.N.B. Corporation
2150 Goodlette Road North
Naples, Florida 34102

Roger Bouchard Insurance, Inc. 401(k) Plan
Audited Financial Statements and Supplemental Schedule
As of December 31, 2002 and 2001 and for the year ended
December 31, 2002 with Report of Independent Auditors

Roger Bouchard Insurance, Inc.
401(k) Plan

Audited Financial Statements

As of December 31, 2002 and 2001 and for the year ended December 31, 2002

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Supplemental Schedule

Report of Independent Auditors

Roger Bouchard Insurance, Inc. 401(k) Plan
Clearwater, Florida

We have audited the accompanying statement of net assets available for benefits of Roger Bouchard Insurance, Inc. 401(k) Plan (Plan) as of December 31, 2002 and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2002 and the changes in its net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States.

Our audit was performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2002 is presented for purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

We have compiled the accompanying statement of net assets available for benefits of the Plan as of December 31, 2001 in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the 2001 financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

/s/Ernst & Young LLP

Birmingham, Alabama
June 20, 2003

Roger Bouchard Insurance, Inc.
401(k) Plan

Statements of Net Assets Available for Benefits

	December 31, 2002	December 31, 2001 (Unaudited)
Assets		
Cash	$ 638	$ -
Investments at fair value:		
Guaranteed interest accounts	428,100	-
Interest in pooled separate accounts	4,507,423	2,811,643
F.N.B. Corporation common stock	831,950	-
Participant loans	91,034	22,482
Total investments	5,858,507	2,834,125
Net assets available for benefits	$5,859,145	$ 2,834,125

See accompanying notes.

Roger Bouchard Insurance, Inc.
401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2002

Additions:	
Dividend and interest income	$ 75,176
Contributions:	
Participant	989,244
Employer	347,074
Transfers-in from merged plans	2,495,337
Total additions	3,906,831
Deductions:	

Distributions to participants or beneficiaries	463,750
Administrative expenses	3,328
Total deductions	467,078
Net depreciation in fair value of investments	(414,733)
Net increase	3,025,020
Net assets available for benefits:	
Beginning of year	2,834,125
End of year	$ 5,859,145

See accompanying notes.

Roger Bouchard Insurance, Inc.
401(k) Plan

Notes to Financial Statements

December 31, 2002

1. Description of the Plan

The following description of the Roger Bouchard Insurance, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan, substantially covering all salaried employees of F.N.B. Corporation's (the "Corporation"), insurance agency subsidiary, Roger Bouchard Insurance, Inc. Employees who have completed 90 days of service and are twenty-one or older are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Board of Directors of Roger Bouchard Insurance, Inc. and Gelvin, Jackson & Starr, Inc. (GJS) approved a resolution effective January 1, 2002 to merge the Gelvin, Jackson & Starr, Inc. Employee Stock Ownership Plan and Tax Sheltered Savings Plan ("GJS Plans") into the Plan. As of December 31, 2002, the GJS Plans' assets had not been physically transferred into the Plan. However, the Plan received legal control of the GJS Plans' assets on January 1, 2002. Consequently, the GJS Plans' assets are reflected as transfers-in from merged plans based on the fair value at January 1, 2002. Beginning January 1, 2002, contributions for eligible GJS participants were paid into the Plan and directed by participants to the Plan's investment options. GJS participant's distributions and administrative expenses for 2002 are reflected in the statement of changes in net assets available for benefits.

Contributions

Under the Plan, participating employees may make voluntary pretax contributions to their accounts not to exceed limitations prescribed under the Internal Revenue Code. During 2002, this limit was $11,000. The Corporation, at its discretion, may make a contribution equal to a percentage of each participant's eligible wages. In 2002, the Corporation's discretionary match was 3% of each participant's eligible wages up to $200,000.

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1. Description of the Plan (continued)

Participants may direct employee contributions into the following investment options: SEI Investment Company Diversified Conservative Fund, SEI Investment Company Diversified Conservative Income, SEI Investment Company, Diversified Global Growth, SEI Investment Company Diversified Moderate Growth, SEI Investment Company Diversified US Stock, SEI Investment Company Diversified Global Moderate Growth Fund, SEI Investment Company Diversified Global Stock Fund, and SEI Investment Company Liquid Asset Prime Obligation Fund.

Epic Advisors, Inc. is the custodian of all of the Plans' assets, with the exception of the former GJS Plans' assets. For the former GJS Plans' assets, CNA Financial Corporation is the custodian of the guaranteed interest account, and Principal Financial Group, Inc. is the custodian of the pooled separate accounts. F.N.B. Shareholder Services is the custodian of the F.N.B. Corporation common stock.

Participants' savings contributions and employer contributions are designated under a qualified deferred arrangement as allowed by Sections 401(k) and 401(m) of the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with their voluntary contribution and the employer's contribution and an allocation of the Plan's net earnings as defined by the Plan.

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1. Description of the Plan (continued)

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants are 100% vested in the employer's matching contributions and actual earnings thereon after six years of service (see vesting schedule below):

Vesting Schedule

Years of Service	Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Forfeitures

Upon termination of a participant, the employer's matching contribution to which the participant is not vested is segregated into a separate account and is used to reduce the Plan's administrative expenses. For the year ended December 31, 2002, forfeitures totaled $12,042 and were used to reduce plan expenses.

Payment of Benefits

Upon termination of service, a participant with a vested account balance of less than $5,000 will receive a lump-sum amount equal to the vested value of his or her accounts. A participant who terminates service with a vested account balance of greater than $5,000 has the following options: he or she may leave his or her account under the Plan, request a lump-sum distribution of the vested account balance, or receive payments at normal retirement age or the required beginning date as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. The Plan also permits distributions in the event of the participant's permanent disability, death, early retirement, or attainment of normal retirement age as defined in the Plan (age 55).

1. Description of the Plan (continued)

Participant Loans

Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from 1-5 years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions.

Administrative Expenses

All administrative expenses of the Plan, except for investment fees, are paid by the Corporation. Such expenses have historically been comprised of fees of audit, custody and recordkeeping services and have been immaterial in relation to the Corporation and the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Corporation has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the participants will become 100% vested in their accounts.

2. Summary of Accounting Policies

Basis of Presentation

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

Valuation of Investments

The pooled separate accounts investments are valued at fair value. The dividends, interest, and realized and unrealized gains for the underlying funds are factored into the value of the separate account funds. The dollar value per unit of participation is determined by dividing the total value of the separate account by the total number of units of participation held in the separate account. The investments in shares of guaranteed interest accounts are stated at their net asset value, based on the quoted market prices of the securities held in such funds. The Corporation's common stock is traded on the Nasdaq Stock Market under the trading symbol "FBAN" and is valued using the closing price on the last day of the plan year. The participant loans are valued at their outstanding balances, which approximate fair value.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Investments

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31 2002	2001 (Unaudited)
Principal Guaranteed Interest Accounts	$ 368,896	$ -
SEI Diversified Global Growth	663,610	692,960
SEI Diversified Moderate Growth	568,592	406,206
SEI Diversified U S Stock	749,225	585,231
SEI Diversified Global Stock Fund	308,484	297,024
SEI Liquid Asset Prime Obligation Fund	398,549	429,588
Principal Government Security Separate Account	540,366	-
F.N.B. Corporation Common Stock	831,950	-

During 2002, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2002
Interests in Pooled Separate Accounts	$ (466,874)
F.N.B. Corporation Common Stock	52,141
	$ (414,733)

2. Summary of Accounting Policies (continued)

4. Income Tax Status

The Plan has not received a determination letter from the Internal Revenue

Service stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code"). However, the plan administrator believes that the Plan is qualified and, therefore, the related trust is exempt from taxation.

5. Parties-in-Interest Transactions

The First National Trust Company is the Trustee for the Plan. Certain plan investments are units of mutual funds managed by SEI Investment Company. The majority of administrative expenses of the Plan are paid by the Corporation. Such expenses have historically been comprised of fees for audit, custody and recordkeeping services and have been immaterial in relation to the Corporation and the Plan.

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SUPPLEMENTAL SCHEDULE

Roger Bouchard Insurance, Inc.
401(k) Plan

EIN: 59-1117778
Plan Number: 001

Schedule H, Line 4i -- Schedule of Assets (Held at End of Year)

December 31, 2002

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost
*	Principal Financial Group, Inc.	Guaranteed Interest Accounts	**
*	CNA Financial Corporation	Guaranteed Interest Accounts	**
*	Principal Financial Group, Inc.	Money Market Separate Account	**
		Bond & Mortgage Separate Account	**
		Government Security Separate Account	**

		Bond Emphasis Balance Separate Account	**
		Large Cap Stock Index Separate Account	**
		Medium Company Value Separate Account	**
		Large Cap Blend Separate Account	**
		Principal Real Estate Separate Account	**
		Stock Emphasis Balanced Separate Account	**
		Medium Company Blend Separate Account	**
		Small Company Blend Separate Account	**
		International Stock Separate Account	**
		Stock Separate Account	**
*	SEI Investment Company	Diversified Conservative Fund	**
		Diversified Conservative Income	**
		Diversified Global Growth	**
		Diversified Moderate Growth	**
		Diversified U S Stock	**
		Diversified Global Moderate Growth Fund	**
		Diversified Global Stock Fund	**
		Liquid Asset Prime Obligation	**
*	F.N.B. Corporation	Common Stock - participant directed	**
	*Participant Loans		
		Interest rates ranging from 4.25% to 6.75% maturing through 2006	**
	Total Investments		

* Party-in-interest
* Column (d) has not been presented as this information is not applicable for participant-direct

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Roger Bouchard, Insurance Inc. 401 (k) Plan

Date: June 30, 2003

/s/Thomas E. Fahey

Thomas E. Fahey
Executive Vice President and
Chief Financial Officer