

LILLY BRIAN F  
Form 4  
January 20, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
LILLY BRIAN F

(Last) (First) (Middle)  
4111 FAIRWAY DRIVE  
(Street)

GIBSONIA, PA 15044

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/16/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/16/2010		D		1,792.5351 (1)	D	\$ 7.27 72,950.2179
Common Stock	01/18/2010		D		973.6204 (1)	D	\$ 7.27 71,976.5975

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

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SEC 1474  
(9-02)

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**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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY BRIAN F 4111 FAIRWAY DRIVE GIBSONIA, PA 15044			Chief Operating Officer	

**Signatures**

/s/Brian F. Lilly                      01/20/2010  
 \*\*Signature of                      Date  
 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) Represents shares surrendered as a result of vesting, using the net share method, under the F.N.B. Corporation Restricted Stock and Incentive Bonus Plan.

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. sp;17, 2003, September 22, 2006 and August 21, 2009, respectively, to register shares of common stock, par value \$1.00 per share (the Common Stock ), of Park-Ohio Holdings Corp., an Ohio corporation (the Registrant ), to be issued under the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012) (the Plan ), are hereby incorporated by reference in this Registration Statement. This Registration Statement on Form S-8 is filed for the purpose of registering an additional 600,000 shares of Common Stock under the Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

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The legality of the Common Stock being offered by this Registration Statement has been passed upon for the Registrant by Mr. Robert D. Vilsack. Mr. Vilsack is the Secretary and General Counsel of the Registrant. As of June 8, 2012, Mr. Vilsack held 59,505 shares of Common Stock and had been granted options to purchase another 35,000 shares of Common Stock.

### Item 8. Exhibits

#### Exhibit

Number	Exhibit Description
4.1	Amended and Restated Articles of Incorporation of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.1 to the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134))
4.2	Code of Regulations of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.2 of the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134))
4.3	Specimen Stock Certificate of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 4.4 of the Post-Effective Amendment No. 1 to the Registration Statement of Park-Ohio Holdings Corp. on Form S-8 (Registration No. 333-28407) filed on June 16, 1998)
5	Opinion of Counsel
10	Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012) (incorporated by reference to Exhibit 10.1 of the Form 8-K of Park-Ohio Holdings Corp. filed on May 30, 2012 (File No. 000-03134))
23.1	Consent of Ernst & Young LLP
23.2	Consent of Grant Thornton LLP
23.3	Consent of Counsel (included in Exhibit 5 hereto)
24	Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Cleveland, State of Ohio, on this 29th day of June, 2012.

**Park-Ohio Holdings Corp.**

By: /s/ Robert D. Vilsack  
Robert D. Vilsack

Secretary and General Counsel

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

\*

Edward F. Crawford  
Chief Executive Officer,  
Chairman of the Board and Director  
(Principal Executive Officer)

\*

Matthew V. Crawford  
President and Director

\*

Ronna Romney  
Director

\*

A. Malachi Mixon III  
Director

\*

Patrick W. Fogarty  
Interim Chief Financial Officer,  
Director of Corporate Development  
(Principal Financial and Accounting Officer)

\*

Steven H. Rosen  
Director

\*

Kevin R. Greene  
Director

\*

Patrick V. Auletta  
Director

\*

James W. Wert  
Director

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\* Robert D. Vilsack, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

June 29, 2012

By: /s/ Robert D. Vilsack  
Robert D. Vilsack  
Secretary and General Counsel

**EXHIBIT INDEX**

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