

BATON G SCOTT  
Form 3/A  
December 09, 2002

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

**FORM 3**

**INITIAL STATEMENT OF 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**

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|--|--|---|
| <p><b>1. Name and Address of Reporting Person*</b> (<i>Last, First, Middle</i>)</p> <p>Baton, II, G. Scott</p> <hr/> <p>R. R. 1, Box 122B Ross Mountain Club</p> <p align="center"><i>(Street)</i></p> <hr/> <p>New Florance, PA 15944-9602</p> <p><i>(City) (State) (Zip)</i></p> | <p><b>2. Date of Event Requiring Statement</b> (<i>Month/Day/Year</i>)</p> <hr/> <p><b>4. Issuer Name and Ticker or Trading Symbol</b></p> <p>FNB Corporation (FBAN)</p> <hr/> <p><b>6. If Amendment, Date of Original</b> (<i>Month/Day/Year</i>)</p> <p>01/21/2002</p> <hr/> | <p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> (<i>voluntary</i>)</p> <p>209-28-2694</p> <hr/> <p><b>5. Relationship of Reporting Person(s) to Issuer</b> (<i>Check All Applicable</i>)</p> <p><input checked="" type="radio"/> Director      <input type="radio"/> Officer (<i>give title below</i>)<br/> <input type="radio"/> 10% Owner      <input type="radio"/> Other (<i>specify below</i>)</p> <hr/> <p><b>7. Individual or Joint/Group Filing</b> (<i>Check Applicable Line</i>)</p> <p><input checked="" type="radio"/> Form filed by One Reporting Person<br/> <input type="radio"/> Form filed by More than One Reporting Person</p> |
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\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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**Table I Non-Derivative Securities Beneficially Owned**

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| <b>1. Title of Security</b><br><i>(Instr. 4)</i> | <b>2. Amount of Securities Beneficially Owned</b><br><i>(Instr. 4)</i> | <b>3. Ownership Form: Direct (D) or Indirect (I)</b><br><i>(Instr. 5)</i> | <b>4. Nature of Indirect Beneficial Ownership</b><br><i>(Instr. 5)</i> |
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**Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br><i>(Instr. 4)</i> | 2. Date Exercisable and Expiration Date<br><i>(Month/Day/Year)</i> |                 | 3. Title and Amount of Securities Underlying Derivative Security<br><i>(Instr. 4)</i> | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br><i>(Instr. 5)</i> | 6. Nature of Indirect Beneficial Ownership<br><i>(Instr. 5)</i> |
|--|--|-----------------|---|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares                             |   |   |
| STOCK OPTIONS (GRANTED 05/12/1998)                   | IMMED  | 05/12/2008      | COMMON STOCK  | 3889   | 28.55   | D   |
| STOCK OPTIONS (GRANTED 01/04/1999)                   | IMMED  | 01/04/2009      | COMMON STOCK  | 972  | 27.13   | D   |
| STOCK OPTIONS (GRANTED 01/05/2000)                   | IMMED  | 01/05/2010      | COMMON STOCK  | 926  | 21.60   | D   |
| STOCK OPTIONS (GRANTED 12/29/2000)                   | IMMED  | 12/29/2010      | COMMON STOCK  | 926  | 18.79   | D   |
|  |  |                 |   |  |   |   |
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**Explanation of Responses:**

/s/ G. Scott Baton

12/06/2002

\*\*Signature of Reporting Person

Date

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\*\* 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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