

GUERRIERI GARY L
 Form 5
 February 01, 2018

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 GUERRIERI GARY L
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

ONE F.N.B. BLVD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Credit Officer

HERMITAGE, PA 16148
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	34,907.152	D	Â
Common Stock	03/28/2017	Â	A	2,064.2157 (1)	A	\$ 15.62	41,194.1943 (2)	I	By Trust (401K Plan)
Common Stock	Â	Â	Â	Â	Â	Â	671.078 (3)	I	By Child
Depository Shares Representing	Â	Â	Â	Â	Â	Â	400	D	Â

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

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 13.14	Â	Â	Â	Â Â	03/31/2018 03/31/2018	Common Stock 7,510 (4)
Restricted Stock Units	\$ 13.01	Â	Â	Â	Â Â	03/31/2019 03/31/2019	Common Stock 7,920 (5)
Restricted Stock Units	\$ 14.87	Â	Â	Â	Â Â	03/31/2020 03/31/2020	Common Stock 7,361 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUERRIERI GARY L ONE F.N.B. BLVD HERMITAGE, PA 16148	Â	Â	Â Chief Credit Officer	Â

Signatures

Gary L. Guerrieri 02/01/2018

**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).

(1) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2017.

(2) Includes 353.6018 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(3) Includes 22.4159 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(4) Includes 252.0000 units acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(5) Includes 264.0000 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(6) Includes 191.0000 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.