

ORIE JAMES

Form 5

February 13, 2019

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
ORIE JAMES

(Last) (First) (Middle)

**ONE NORTH SHORE
CENTER, 12 FEDERAL STREET**

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

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)
Chief Legal Officer / Corporate Secretary

6. Individual or Joint/Group Reporting

(check applicable line)

PITTSBURGH, PA 15212

(City) (State) (Zip)

☒ 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	12/17/2018		A4	11,884.5004	A	\$ 10.11	13,203.2286 (1)	D	By Trust (401k Plan)
Common Stock	12/17/2018		A4	11,884.5004 (2)	A	\$ 10.11	14,966.3439 (3)	I	

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 13.01	Â	Â	Â	Â Â	03/31/2019 03/31/2019	Common Stock 2,412 ⁽⁴⁾
Restricted Stock Units	\$ 14.87	Â	Â	Â	Â Â	03/31/2020 03/31/2020	Common Stock 3,024 ⁽⁵⁾
Restricted Stock Units	\$ 13.15	Â	Â	Â	Â Â	03/31/2021 03/31/2021	Common Stock 5,040 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ORIE JAMES ONE NORTH SHORE CENTER 12 FEDERAL STREET PITTSBURGH, PA 15212	Â Â Â Chief Legal Officer Corporate Secretary

Signatures

James G. Orie 01/03/2019

**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) Includes 475.8733 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(2) Represents employee and/or employer contributions pursuant to exempt 401(k) Plan during FYE 2018.

(3) Includes 549.7187 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

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- (4) Includes 88 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (5) Includes 112 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (6) Includes 146 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.