

FNB CORP/FL/
Form 424B7
August 17, 2006

PROSPECTUS SUPPLEMENT NO. 2
(To Prospectus dated June 26, 2006)

[LOGO]
F.N.B. CORPORATION
233,394 Shares of Common Stock

The following information supplements information contained in our prospectus dated June 26, 2006 (the Prospectus), relating to the resale by selling shareholders, including their respective transferors, donees, pledgees or successors in interest, of our common stock issued or issuable upon exercise of outstanding warrants or upon conversion of outstanding convertible debentures originally issued by The Legacy Bank, or Legacy.

This prospectus supplement should be read in conjunction with the Prospectus and is qualified by reference to the Prospectus, except to the extent that the information presented herein supersedes the information contained in the Prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto.

The shares of our common stock are quoted on the New York Stock Exchange under the symbol FNB.

Investing in our common stock involves risks that are described in the Risk Factors section of our annual report on Form 10-K and our quarterly reports on Form 10-Q that are incorporated by reference in the Prospectus.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is August 17, 2006.

SELLING SHAREHOLDERS

On May 26, 2006, we completed the merger of Legacy with and into our subsidiary, First National Bank of Pennsylvania. We are registering shares that the selling shareholders may acquire upon exercise of warrants or upon conversion of convertible debentures that we assumed in connection with the Legacy merger in order to enable the selling shareholders to sell, from time to time, shares of our common stock they acquire if they exercise their warrants or convert their debentures.

The table below supplements the table of selling shareholders contained in the Selling Shareholders sections of the prospectus and the prior prospectus supplements. Where the name of a selling shareholder identified in the table below also appears in a table in the prospectus or a prior prospectus supplement, the information set forth in the table below regarding that selling shareholder supersedes the information set forth in the prospectus and the prior prospectus supplements.

Information regarding the selling stockholders may change from time to time and any modified information will be set forth in supplements to this prospectus supplement if and when necessary. Unless set forth below, to our knowledge, none of the selling shareholders has, or within the past three years has had, any material relationship with us or any of our predecessors or affiliates.

A selling shareholder may from time to time offer and sell any or all of the selling shareholder's securities under this prospectus supplement. Because the selling shareholder is not obligated to sell the shares of our common stock held by such selling shareholder, we cannot estimate the number of shares of our common stock that a selling shareholder will beneficially own after this offering. None of the selling shareholders listed below beneficially owns more than 1% of the outstanding shares of our common stock.

| Name of Selling Shareholder | Shares Beneficially Owned Prior to This Offering | Number of Shares That May Be Sold Under This Prospectus Supplement |
|--------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------------|
| ACNB Corporation | 42,500 | 20,000 |
| Allen H. Alper | 17,877 | 8,035 |
| Brian D. Alprin(1) | 18,500 | 4,000 |
| James J. Amsler and Alice A. Amsler | 2,125 | 1,000 |
| Trust FBO Richard Barilla and Charlotte Barilla. | 200 | 200 |
| Trust FBO Herman W. Bayer | 1,900 | 800 |

| Name of Selling Shareholder | Shares Beneficially Owned Prior to This Offering | Number of Shares That May Be Sold Under This Prospectus Supplement |
|------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------------------------------|
| Rita M. Baxter and Kathryn V. Baxter | 850 | 400 |
| S. Michelle Bentley | 425 | 200 |
| Leonard N. Berman and Phyllis M. Berman | 4,528 | 400 |
| Mary K. Bevacqua | 11,883 | 5,375 |
| Robert J. Bindus and Marilyn D. Bindus | 225 | 200 |
| Lawrence W. Bitner(2)(3) | 5,751 | 800 |
| Richard J. Boal(2)(4) | 12,443 | 2,360 |
| Judith C. Bohorad | 4,250 | 2,000 |
| Charles Chiplowitz and Goldie Chiplowitz | 450 | 400 |
| Raman L. Daga(2) | 8,724 | 8,535 |
| Brian Danzis | 5,102 | 1,000 |
| Llewellyn Fogel Dryfoos Jr. | 740 | 200 |
| Henry C. Dunn(2) | 33,218 | 8,235 |
| Charles S. Forbes Trust Dated 12/21/01 | 1,275 | 600 |
| Paula F. Garrety | 425 | 200 |
| Stephen M. Greecher, Jr. | 313 | 200 |
| George H. Groves(2)(5) | 164,511 | 10,360 |
| Linda D. Haberstroh | 200 | 200 |
| Kevin Harter(2)(6) | 9,527 | 2,360 |
| William A. Hawkins(2)(7) | 2,360 | 2,360 |
| Clark B. Hiscock(8) | 850 | 400 |
| Robert Judd and Elaine Judd | 225 | 200 |
| Donald Kalina | 11,129 | 416 |

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|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------------|
| Daniel Kambic CUST for Danielle Kambic UGMA/PA | 225 | 200 |
| Daniel Kambic CUST for Michael A. Kambic UGMA/PA | 450 | 400 |
| Denise L. Kilgore | 200 | 200 |
| James B. Kilgore | 400 | 400 |
| James B. Kilgore, Custodian FBO Matthew T. Kilgore UMGA NJ | 200 | 200 |
| James B. Kilgore, Custodian FBO Michael B. Kilgore UMGA NJ | 200 | 200 |
| Ralph S. Klinepeter, Jr.(2)(9) | 9,884 | 2,360 |
| Daniel A. Klingerman(2) | 64,062 | 8,035 |
| Daniel A. Klingerman CUST FBO Mitchell J. Klingerman UGMA/PA | 425 | 200 |
| Daniel A. Klingerman CUST FBO Paige A. Klingerman UGMA/PA | 425 | 200 |
| Daniel A. Klingerman CUST FBO Samantha E. Klingerman UGMA/PA | 425 | 200 |
| John D. Klingerman | 28,834 | 10,000 |
| Linda Knapp | 425 | 200 |
| Thomas W. Lennox(10) | 60,994 | 6,360 |
| Carol Linker and James Linker TTEES the Linker Living Trust Dated 4/4/91 | 625 | 400 |
| Manufacturers & Traders Trust Co. CUST FBO Urological Assoc. of Schuylkill County Pension Plan | 626 | 400 |
| Noralee B. Manzek | 800 | 800 |
| Robert E. McDonald and Mindy T. McDonald | 1,850 | 400 |

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|--------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------------|
| Charles F. Merrill(2)(11) | 11,045 | 2,160 |
| Metadyne, Inc. | 19,509 | 200 |
| Edward H. Miller, Jr. | 850 | 400 |
| Trust FBO Robert & Janice Moisey | 9,470 | 1,000 |
| Trust FBO Robert J. Moisey(2)(12) | 5,873 | 600 |
| Trust FBO Janice Gans Moisey | 2,050 | 400 |
| Stephen A. Moley and Lisa F. Moley | 425 | 200 |
| Harry A. Nelson and Claire L. Nelson | 400 | 400 |
| Scott C. Penwell(2)(13) | 4,613 | 1,360 |
| Trust FBO Gerald Piacenti Sr. | 1,125 | 1,000 |
| Frank J. Ponti | 425 | 200 |
| Mary Lou Prock and A. Michael Prock | 1,188 | 600 |
| Dominic Provini | 24,957 | 7,577 |
| Stanley I. Rapp(14) | 2,360 | 2,360 |
| John H. Rhodes(2)(15) | 8,853 | 1,360 |
| John F. Roland and Kathleen M. Roland | 850 | 400 |
| Cynthia Rowe-Taylor(16) | 1,795 | 1,360 |
| Richard Rynone | 41,789 | 8,035 |
| Edward C. Schrom and Meredythe J.Y. Schrom | 425 | 200 |
| Leonard S. Schumack and Helen Schumack | 850 | 400 |
| Joan L. Sheehan | 425 | 200 |
| Ruth A. Shissler | 1,703 | 200 |
| Kevin Smith | 6,621 | 791 |

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|--------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------------|
| Gerald J. Stefanick | 425 | 200 |
| Jack St Pierre and Carol St Pierre | 2,250 | 2,000 |
| Aldo Suraci | 3,975 | 400 |
| A. Richard Szeles(2)(17) and Deborah B. Szeles | 22,099 | 4,000 |
| Alexander R. Szeles and Delorose A. Szeles | 14,700 | 4,000 |
| Brian J. Szeles and Margaret Szeles | 17,195 | 4,000 |
| Russell W. Twigg(2) | 55,571 | 8,035 |
| John B. Warden III(2) | 5,431 | 2,000 |
| A. Mark Winter | 850 | 400 |
| John R. Yaglenski, Jr. and Kathleen M. Yaglenski | 1,251 | 800 |

(1) Brian D. Alprin is a partner in the law firm of Duane Morris LLP, our legal counsel.

(2) This selling shareholder is a former member of the board of directors of Legacy.

(3) Includes 957 shares issuable upon exercise of outstanding stock options.

(4) Includes 675 shares issuable upon exercise of outstanding stock options.

(5) Includes 74,598 shares issuable upon exercise of outstanding stock options.

Mr. Groves is the former chairman and a former director of Legacy and currently serves as chairman of our Harrisburg Region.

- (6) Includes 1,027 shares issuable upon exercise of outstanding stock options.
- (7) Includes 979 shares issuable upon exercise of outstanding stock options.
- (8) Mr. Hiscock is a former regional director of community services for Legacy.
- (9) Includes 983 shares issuable upon exercise of outstanding stock options.

- (10) Includes 41,079 shares issuable upon exercise of outstanding stock options. Mr. Lennox is the former president and chief operating officer of Legacy and currently serves as president of our Harrisburg Region.
- (11) Includes 822 shares issuable upon exercise of outstanding stock options.
- (12) Includes 584 shares issuable upon exercise of outstanding stock options.
- (13) Includes 924 shares issuable upon exercise of outstanding stock options.
- (14) Includes 865 shares issuable upon exercise of outstanding stock options.
- (15) Includes 923 shares issuable upon exercise of outstanding stock options.
- (16) Includes 435 shares issuable upon exercise of

outstanding
stock options.

- (17) Includes 539
shares issuable
upon exercise of
outstanding
stock options

Additional selling shareholders may be identified in the table above by us at a later date by filing a prospectus supplement to this prospectus supplement. Such other holders will not be permitted to sell shares pursuant to the registration statement unless and until they are listed in the selling shareholders table in a supplement to this prospectus supplement.