

MCGAUGHEY FRANK S III
Form SC 13D/A
November 15, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Haverty Furniture
Companies, Inc.
(Name of Issuer)

Class A Common Stock,
\$1.00 par value

(Title of Class of Securities)

419596-20-0

(CUSIP Number)

Eliot Robinson
Bryan Cave LLP
One Atlantic Center
Fourteenth Floor
1201 West Peachtree Street,
NW
Atlanta, Georgia 30309
Telephone: (404) 572-6785

(Name, Address and
Telephone Number of Person
Authorized to Receive
Notices and
Communications)

October 31, 2012

(Date of Event Which
Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box x.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS: Frank S. McGaughey III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
 GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF	7	SOLE VOTING POWER
SHARES		65,985 Shares of Class A Common Stock
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		108,510 Shares of Class A Common Stock
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		65,985 Shares of Class A Common Stock
PERSON WITH:	10	SHARED DISPOSITIVE POWER
		108,510 Shares of Class A Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 174,495 Shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 6.1%

14 TYPE OF REPORTING PERSON
 IN

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1 NAME OF REPORTING PERSONS: Ridge Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
 (b) 0

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 0

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Georgia

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7 SOLE VOTING POWER
	8 SHARED VOTING POWER
	108,510 Shares of Class A Common Stock
	9 SOLE DISPOSITIVE POWER
	10 SHARED DISPOSITIVE POWER
	108,510 Shares of Class A Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 108,510 Shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 3.8%

14 TYPE OF REPORTING PERSON
 PN

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Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on June 12, 2012 (the "Schedule 13D") with respect to the Class A common stock, par value \$1.00 per share (the "Class A Common Stock"), of the Company. This Amendment No. 1 reflects updated information regarding the beneficial ownership of the other Class A Shareholders (as defined below). Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D. The Reporting Persons hereby amend and supplement the Schedule 13D as follows.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety to read as follows:

(a) The Reporting Persons beneficially own an aggregate 174,495 shares or 6.1% of the Class A Common Stock of the Company. For further information, see the cover pages hereto which are hereby incorporated by reference. All percentages of outstanding Class A Common Stock are calculated based on information included in the Form 10-Q filed by the Company for the period ended September 30, 2012, which reported that 2,857,223 shares of Class A Common Stock were outstanding as of October 31, 2012.

The Reporting Persons may be deemed to constitute a group pursuant to Rule 13d-5(b) with certain other Class A Common Stock shareholders ("Other Class A Shareholders") as a result of entering into a Class A Shareholders Agreement with those Other Class A Shareholders as described in Item 6 below. If the Reporting Persons are deemed to have formed a group with the Other Class A Shareholders, each of the Reporting Persons could be deemed to beneficially own the shares collectively held by the group, which would be an aggregate 1,836,641 shares or 64.3% of the Class A Common Stock of the Company; however, each of the Reporting Persons disclaims beneficial ownership of the shares held by other members of the group except as expressly set forth herein.

(b) Mr. McGaughey holds sole voting and dispositive power with respect to 65,985 shares held by him. Mr. McGaughey is the general partner of Ridge Partners and may be deemed to hold shared voting and dispositive power with respect to the 108,510 shares held by Ridge Partners. Mr. McGaughey disclaims beneficial ownership of the shares held by Ridge Partners except to the extent of his pecuniary interest therein.

(c) Except as set forth on Schedule 1 hereto, no transactions in Class A Common Stock were effected in the last 60 days by the Reporting Persons, or, to the best of the knowledge of the Reporting Persons, by any of the other persons named in response to Item 2, if any.

(d) Not applicable.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 15, 2012

FRANK S. MCGAUGHEY III

By: /s/ Frank S. McGaughey III
Frank S. McGaughey III

RIDGE PARTNERS, L.P.

By: /s/ Frank S. McGaughey III
Frank S. McGaughey III
General Partner

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SCHEDULE 1

Shares of Class A Common Stock Acquired or Disposed of by the Reporting Persons in the Last 60 Days

1. Frank S. McGaughey III

No transactions.

2. Ridge Partners, L.P.

No transactions.

3. H5, L.P.

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
8/28/12	Disposition	10,000	N/A	Conversion ¹
10/31/12	Disposition	188,630	N/A	Distribution ²

4. J. Rawson Haverty, Jr.

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
6/4/12	Disposition	9,600	N/A	Conversion ³
6/15/12	Disposition	26,160	N/A	Conversion ⁴

5. Marital Trust

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
10/31/12	Acquisition	188,630	\$14.815	Distribution ⁵
11/1/12	Disposition	67,700	N/A	Transfer ⁶
11/14/12	Disposition	120,930	N/A	Transfer ⁷

6. Marital Trust B

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
11/1/12	Acquisition	67,700	N/A	Transfer ⁸
11/14/12	Acquisition	120,930	N/A	Transfer ⁹
11/14/12	Disposition	67,700	N/A	Conversion ¹⁰

7. Clarence H. Smith

No transactions.

8. Villa Clare Partners, L.P.

No transactions.

1Conversion of Class A Common Stock into common stock of the Company.

2Distribution of Class A Common Stock to limited partners of H5.

3Conversion of Class A Common Stock held by the Margaret Munnerlyn Haverty Revocable Trust (the "Trust") to common stock of the Company.

4Conversion of Class A Common Stock held by the Trust to common stock of the Company. As a result of this transaction, the Trust ceased to hold any shares of Class A Common Stock.

5Acquisition of Class A Common Stock from limited partners of H5 in partial repayment of promissory notes from each limited partner in favor of the Marital Trust.

6Transfer of Class A Common Stock to Marital Trust B in connection with the division of the Marital Trust.

7Transfer of Class A Common Stock to Marital Trust B.

8Transfer of Class A Common Stock from Marital Trust in connection with the division of the Marital Trust.

9Acquisition of Class A Common Stock from Marital Trust.

10Conversion of Class A Common Stock into common stock of the Company.

cellpadding="0" cellspacing="0" style="font-size: 10pt; font-family: 'Times New Roman', Times; color: #000000; background: #FFFFFF">

	2009	2008	Carrying	Amount	Fair Value
Carrying	December 31	Amount	Fair Value	Amount	Fair Value

Financial Assets					
Cash and short-term investments					
	\$ 310,550	\$ 310,550	\$ 172,203	\$ 172,203	
Securities available for sale					
	715,349	715,349	482,270	482,270	
Securities held to maturity					
	775,281	796,537	843,863	851,251	
Net loans, including loans held for sale					
	5,757,460	5,770,824	5,726,358	5,733,157	
Bank owned life insurance					
	205,447	205,447	217,737	214,227	
Accrued interest receivable					
	27,219	27,219	29,838	29,838	

Financial Liabilities					
Deposits					
	6,380,223	6,420,971	6,054,623	6,089,424	
Short-term borrowings					
	669,167	669,712	596,263	596,263	
Long-term debt					
	324,877	333,494	490,250	502,713	
Junior subordinated debt					
	204,711	90,721	205,386	107,062	
Accrued interest payable					

8,951 8,951 12,732 12,732

The following methods and assumptions were used to estimate the fair value of each financial instrument:

Cash and Due from Banks, Short-Term Investments, Accrued Interest Receivable and Accrued Interest Payable. For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

Securities. For both securities available for sale and securities held to maturity, fair value equals the quoted market price from an active market, if available, and is classified within Level 1. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities or pricing models, and is classified as Level 2. Where there is limited market activity or significant valuation inputs are unobservable,

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securities are classified within Level 3. Under current market conditions, assumptions used to determine the fair value of Level 3 securities have greater subjectivity due to the lack of observable market transactions.

Loans. The fair value of fixed rate loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The fair value of variable and adjustable rate loans approximates the carrying amount.

Bank Owned Life Insurance. The Corporation owns both general account and separate account BOLI. The fair value of general account BOLI is based on the insurance contract cash surrender value. The fair value of separate account BOLI equals the quoted market price of the underlying securities, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. In connection with the separate account BOLI, the Corporation has purchased a stable value protection product that mitigates the impact of market value fluctuations of the underlying separate account assets.

Deposits. The fair value of demand deposits, savings accounts and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity deposits is estimated by discounting future cash flows using rates currently offered for deposits of similar remaining maturities.

Short-Term Borrowings. The carrying amounts for short-term borrowings approximate fair value for amounts that mature in 90 days or less. The fair value of subordinated notes is estimated by discounting future cash flows using rates currently offered.

Long-Term and Junior Subordinated Debt. The fair value of long-term and junior subordinated debt is estimated by discounting future cash flows based on the market prices for the same or similar issues or on the current rates offered to the Corporation for debt of the same remaining maturities.

Loan Commitments and Standby Letters of Credit. Estimates of the fair value of these off-balance sheet items were not made because of the short-term nature of these arrangements and the credit standing of the counterparties. Also, unfunded loan commitments relate principally to variable rate commercial loans, typically non-binding, and fees are not normally assessed on these balances.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

NONE.

ITEM 9A. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES. The Corporation maintains disclosure controls and procedures designed to ensure that the information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, are recorded, processed, summarized and reported within the time periods specified in the SEC's files and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Corporation's management, with the participation of its CEO and CFO, evaluated the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Report. Based upon such evaluation, the Corporation's CEO and CFO have concluded that, as of the end of such period, the Corporation's disclosure controls and procedures were effective.

There have not been any significant changes in the Corporation's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the fiscal quarter to which the report relates that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

INTERNAL CONTROL OVER FINANCIAL REPORTING. Information required by this item is set forth in Management's Report on F.N.B. Corporation's Internal Control Over Financial Reporting - Reporting at a Bank Holding Company Level and Report of Independent Registered Public Accounting Firm.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING. There have not been any changes in the Corporation's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the quarter ended December 31, 2009 to which this report relates that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

NONE.

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Information relating to this item is provided in the Corporation's definitive proxy statement filed with the SEC in connection with its annual meeting of stockholders to be held May 19, 2010. Such information is incorporated herein by reference. Certain information regarding executive officers is included under the caption "Executive Officers of the Registrant" after Part I, Item 4, of this Report.

ITEM 11. EXECUTIVE COMPENSATION

Information relating to this item is provided in the Corporation's definitive proxy statement filed with the SEC in connection with its annual meeting of stockholders to be held May 19, 2010. Such information is incorporated herein by reference. Neither the Report of the Compensation Committee nor the Report of the Audit Committee shall be deemed filed with the SEC, but shall be deemed furnished to the SEC in this Form 10-K report, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act of 1934, except to the extent that the Corporation specifically incorporates it by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

With the exception of the equity compensation plan information provided below, the information relating to this item is provided in the Corporation's definitive proxy statement filed with the SEC in connection with its annual meeting of stockholders to be held May 19, 2010. Such information is incorporated herein by reference.

The following table provides information related to equity compensation plans as of December 31, 2009:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Stock Options	Weighted Average Exercise Price of Outstanding Stock Options	Number of Securities Remaining for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	968,090(1)	\$ 13.67	2,998,062(2)
Equity compensation plans not approved by security holders	N/A	N/A	N/A

(1) Excludes 854,440 shares of restricted common stock awards subject to forfeiture. The shares of restricted stock vest over periods ranging from three to five years from the award date.

(2) Represents shares of common stock registered with the SEC which are eligible for issuance pursuant to stock option or restricted stock awards granted under various plans.

ITEM 13.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR
INDEPENDENCE**

Information relating to this item is provided in the Corporation's definitive proxy statement filed with the SEC in connection with its annual meeting of stockholders to be held May 19, 2010. Such information is incorporated herein by reference.

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ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information relating to this item is provided in the Corporation's definitive proxy statement filed with the SEC in connection with its annual meeting of stockholders to be held May 19, 2010. Such information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) FINANCIAL STATEMENTS

The consolidated financial statements of F.N.B. Corporation and subsidiaries required in response to this item are incorporated by reference to Item 8 of this Report.

(b) EXHIBITS

The exhibits filed or incorporated by reference as a part of this report are listed in the Index to Exhibits which appears at page 125 and is incorporated by reference.

(c) SCHEDULES

No financial statement schedules are being filed because of the absence of conditions under which they are required or because the required information is included in the Consolidated Financial Statements and related notes thereto.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

F.N.B. CORPORATION

By /s/ Stephen J. Gurgovits

Stephen J. Gurgovits
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Stephen J. Gurgovits	President, Chief Executive Officer and Director (Principal Executive Officer)	February 17, 2010
Stephen J. Gurgovits		
/s/ Vincent J. Calabrese	Chief Financial Officer (Principal Financial Officer)	February 17, 2010
Vincent J. Calabrese		
/s/ Timothy G. Rubritz	Corporate Controller (Principal Accounting Officer)	February 17, 2010
Timothy G. Rubritz		
/s/ William B. Campbell	Chairman and Director	February 17, 2010
William B. Campbell		
/s/ Henry M. Ekker	Director	February 17, 2010
Henry M. Ekker		
/s/ Philip E. Gingerich	Director	February 17, 2010
Philip E. Gingerich		
/s/ Robert B. Goldstein	Director	February 17, 2010
Robert B. Goldstein		
/s/ Dawne S. Hickton	Director	February 17, 2010
Dawne S. Hickton		

/s/ David J. Malone	Director	February 17, 2010
David J. Malone		
/s/ D. Stephen Martz	Director	February 17, 2010
D. Stephen Martz		
/s/ Peter Mortensen	Director	February 17, 2010
Peter Mortensen		

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/s/ Harry F. Radcliffe	Director	February 17, 2010
Harry F. Radcliffe		
/s/ Arthur J. Rooney II	Director	February 17, 2010
Arthur J. Rooney II		
/s/ John W. Rose	Director	February 17, 2010
John W. Rose		
/s/ Stanton R. Sheetz	Director	February 17, 2010
Stanton R. Sheetz		
/s/ William J. Strimbu	Director	February 17, 2010
William J. Strimbu		
/s/ Earl K. Wahl, Jr.	Director	February 17, 2010
Earl K. Wahl, Jr.		

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INDEX TO EXHIBITS

The following exhibits are filed or incorporated by reference as part of this report:

- 3.1. Articles of Incorporation of the Corporation as currently in effect. (Incorporated by reference to Exhibit 3.1. of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006).
- 3.2. Amended by-laws of the Corporation as currently in effect. (Incorporated by reference to Exhibit 3.1. of the Corporation's Current Report on Form 8-K filed on October 22, 2009).
- 4.1. The rights of holders of equity securities are defined in portions of the Articles of Incorporation and By-laws. The Corporation agrees to furnish to the Commission upon request copies of all instruments not filed herewith defining the rights of holders of long-term debt of the Corporation and its subsidiaries.
- 4.2. Form of Certificate for the Series C Preferred Stock. (Incorporated by reference to Exhibit 4.1. of the Corporation's Current Report on Form 8-K filed on January 14, 2009).
- 4.3. Warrant to purchase up to 1,302,083 shares of Common Stock, issued to the United States Department of the Treasury. (Incorporated by reference to Exhibit 4.2. of the Corporation's Current Report on Form 8-K filed on January 14, 2009).
- 10.1. Form of Deferred Compensation Agreement by and between First National Bank of Pennsylvania and four of its executive officers. (Incorporated by reference to Exhibit 10.3. of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1993).*
- 10.2. Amended and Restated Employment Agreement between F.N.B. Corporation, First National Bank of Pennsylvania and Stephen J. Gurgovits. (Incorporated by reference to Exhibit 10.1. of the Corporation's Current Report on Form 8-K filed on June 24, 2008).*
- 10.3. Amended and Restated Consulting Agreement between F.N.B. Corporation, First National Bank of Pennsylvania and Stephen J. Gurgovits. (Incorporated by reference to Exhibit 10.2. of the Corporation's Current Report on Form 8-K filed on June 24, 2008).*
- 10.4. Form of Restricted Stock Units Agreement for Stephen J. Gurgovits pursuant to the F.N.B. Corporation 2007 Incentive Compensation Plan. (Incorporated by reference to Exhibit 10.2. of the Corporation's Current Report on Form 8-K filed on January 23, 2008).*
- 10.5. Amended 2007 Performance-Based Restricted Stock Award for Stephen J. Gurgovits pursuant to the F.N.B. Corporation 2007 Incentive Compensation Plan. (Incorporated by reference to Exhibit 10.3. of the Corporation's Current Report on Form 8-K filed on January 23, 2008).*
- 10.6. Amended 2007 Service-Based Restricted Stock Award for Stephen J. Gurgovits pursuant to the F.N.B. Corporation 2007 Incentive Compensation Plan. (Incorporated by reference to Exhibit 10.3. of the Corporation's Current Report on Form 8-K filed on January 23, 2008).*
- 10.7. Amendment to Deferred Compensation Agreement of Stephen J. Gurgovits. (Incorporated by reference to Exhibit 10.2. of the Corporation's Current Report on Form 8-K filed on December 22, 2008).*
- 10.8. Basic Retirement Plan (formerly the Supplemental Executive Retirement Plan) of F.N.B. Corporation effective January 1, 1992. (Incorporated by reference to Exhibit 10.9. of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1993).*
- 10.9. F.N.B. Corporation 1990 Stock Option Plan as amended effective February 2, 1996. (Incorporated by reference to Exhibit 10.10. of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1995).*
- 10.10.

- F.N.B. Corporation Restricted Stock Bonus Plan dated January 1, 1994. (Incorporated by reference to Exhibit 10.11. of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1993).*
- 10.11. F.N.B. Corporation Restricted Stock and Incentive Bonus Plan. (Incorporated by reference to Exhibit 10.14. of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1995).*
- 10.12. F.N.B. Corporation 1996 Stock Option Plan. (Incorporated by reference to Exhibit 10.15. of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1995).*
- 10.13. F.N.B. Corporation Director's Compensation Plan. (Incorporated by reference to Exhibit 10.16. of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996).*

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- 10.14. F.N.B. Corporation 1998 Director s Stock Option Plan. (Incorporated by reference to Exhibit 10.14. of the Corporation s Annual Report on Form 10-K for the fiscal year ended December 31, 1998).*
- 10.15. F.N.B. Corporation 2001 Incentive Plan. (Incorporated by reference to Exhibit 10.1. of the Corporation s Form S-8 filed on June 14, 2001).*
- 10.16. Termination of Continuation of Employment Agreement between F.N.B. Corporation and Peter Mortensen. (Incorporated by reference to Exhibit 10.17. of the Corporation s Annual Report on Form 10-K for the fiscal year ended December 31, 2001).*
- 10.17. Employment Agreement between First National Bank of Pennsylvania and David B. Mogle. (Incorporated by reference to Exhibit 10.1. of the Corporation s Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).*
- 10.18. Employment Agreement between First National Bank of Pennsylvania and James G. Orie. (Incorporated by reference to Exhibit 10.2. of the Corporation s Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).*
- 10.19. Employment Agreement between F.N.B. Corporation and Brian F. Lilly. (Incorporated by reference to Exhibit 10.1. of the Corporation s Current Report on Form 8-K filed on October 23, 2007).*
- 10.20. Form of Amendment to Employment Agreements of Vincent Calabrese, Vincent Delie, Scott Free, David Mogle, James Orie, Gary Guerrieri and Louise Lowrey. (Incorporated by reference to Exhibit 10.1. of the Corporation s Current Report on Form 8-K filed on December 22, 2008).*
- 10.21. F.N.B. Corporation 2007 Incentive Compensation Plan. (Incorporated by reference to Exhibit A of the Corporation s 2007 Proxy Statement filed on March 22, 2007).*
- 10.22. Employment Agreement between First National Bank of Pennsylvania and Vincent J. Calabrese. (Incorporated by reference to Exhibit 10.1. of the Corporation s Current Report on Form 8-K filed on March 23, 2007).*
- 10.23. Severance Agreement between F.N.B. Corporation and Robert V. New, Jr. (Incorporated by reference to Exhibit 10.1. of the Corporation s Current Report on Form 8-K filed on February 11, 2009).*
- 10.24. Restricted Stock Agreement. (Incorporated by reference to Exhibit 10.1. of the Corporation s Current Report on Form 8-K filed on July 19, 2007).*
- 10.25. Performance Restricted Stock Award Agreement. (Incorporated by reference to Exhibit 10.2. of the Corporation s Current Report on Form 8-K filed on July 19, 2007).*
- 10.26. Retirement Agreement between F.N.B. Corporation, First National Bank of Pennsylvania and Gary J. Roberts. (Incorporated by reference to the Corporation s Current Report on Form 8-K filed on July 3, 2008).*
- 10.27. Form of Indemnification Agreement for directors. (Incorporated by reference to Exhibit 10.1. of the Corporation s Current Report on Form 8-K filed on September 23, 2008).*
- 10.28. Form of Indemnification Agreement for officers. (Incorporated by reference to Exhibit 10.1. of the Corporation s Current Report on Form 8-K filed on September 23, 2008).*
- 10.29. Letter Agreement between the Corporation and the United States Department of Treasury relating to the TARP Capital Purchase Program, including Securities Purchase Agreement - Standard Terms, incorporated by reference therein. (Incorporated by reference to Exhibit 10.1. of the Corporation s Current Report on Form 8-K filed on January 14, 2009).*
- 10.30. Form of Waiver executed by Robert V. New, Brian F. Lilly, Stephen J. Gurgovits, Vincent J. Delie and Gary J. Guerrieri in connection with TARP Capital Purchase Program. (Incorporated by reference to Exhibit 10.2. of the Corporation s Current Report on Form 8-K filed on January 14, 2009).*
- 10.31. Form of Executive Compensation Agreement by and between F.N.B. Corporation and each of Robert V. New, Brian F. Lilly, Stephen J. Gurgovits, Vincent J. Delie and Gary J. Guerrieri in connection with TARP Capital Purchase Program. (Incorporated by reference to Exhibit 10.3. of the

	Corporation's Current Report on Form 8-K filed on January 14, 2009).*
10.32.	Employment Agreement between First National Bank of Pennsylvania and Timothy G. Rubritz. (Incorporated by reference to Exhibit 10.1. of the Corporation's Current Report on Form 8-K filed on December 22, 2009).*
11	Computation of Per Share Earnings**
12	Ratio of Earnings to Fixed Charges. (filed herewith).
14	Code of Ethics. (filed herewith).*

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21	Subsidiaries of the Registrant. (filed herewith).
23.1.	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. (filed herewith).
31.1.	Certification of Chief Executive Officer Sarbanes-Oxley Act Section 302. (filed herewith).
31.2.	Certification of Chief Financial Officer Sarbanes-Oxley Act Section 302. (filed herewith).
32.1.	Certification of Chief Executive Officer Sarbanes-Oxley Act Section 906. (filed herewith).
32.2.	Certification of Chief Financial Officer Sarbanes-Oxley Act Section 906. (filed herewith).
99.1.	31 C.F.R. section 30.15 Certification of Principal Executive Officer. (filed herewith).
99.2.	31 C.F.R. section 30.15 Certification of Principal Financial Officer. (filed herewith).

* Management contracts and compensatory plans or arrangements required to be filed as exhibits pursuant to Item 15(a)(3) of this Report.

** This information is provided in the Earnings Per Share footnote in the Notes to Consolidated Financial Statements, which is included in Item 8 in this Report.