FNB BANCORP/CA/ Form 8-K December 05, 2007

United States SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

December 5, 2007

FNB BANCORP

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of incorporation)

000-49693

(Commission File Number)

92-2115369

(IRS Employer Identification No.)

975 El Camino Real, South San Francisco, California 94080

(Address of principal executive offices) (Zip Code)
Registrant s telephone number, including area code: (650) 588-6800

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

On December 5, 2007, the registrant announced that its Board of Directors declared a stock dividend of approximately 143,227 shares, payable at the rate of one share of Common Stock for every twenty (20) shares of Common Stock owned. The stock dividend will be payable December 14, 2007, to shareholders of record on November 30, 2007.

A copy of the News Release issued by the registrant on December 5, 2007, is attached to this report as Exhibit 99.55 and is incorporated here by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.55 News Release dated December 5, 2007, announcing a cash dividend payable on December 14, 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FNB BANCORP

(Registrant)

Dated: December 5, 2007. By: /s/ Dave A. Curtis

Dave A. Curtis Senior Vice President and Chief Financial Officer