

FNB BANCORP/CA/
Form 4
December 17, 2008

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLIFFORD ANTHONY J

(Last) (First) (Middle)

C/O FNB BANCORP, 975 EL
CAMINO REAL

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FNB BANCORP/CA/ [fnbg.ob]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

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)
EVP/COO

6. Individual or Joint/Group Filing(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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	12/15/2008		P		4 ⁽¹⁾ A \$ 12.5	90	D
COMMON STOCK	12/15/2008		P		392 ⁽¹⁾ A \$ 12.5	4,946	I
							FNB DEFERRED COMP TR

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

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SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
EMPLOYEE STOCK DIVIDEND	\$ 16.9548	12/15/2008		P	<u>29</u> ⁽¹⁾	06/29/2002 ⁽²⁾ 06/29/2011	COMMON STOCK	6
EMPLOYEE STOCK OPTIONS	\$ 27.6644	12/15/2008		P	<u>289</u> ⁽¹⁾	06/22/2008 ⁽²⁾ 06/22/2017	COMMON STOCK	6,
EMPLOYEE STOCK OPTIONS	\$ 19.5437	12/15/2008		P	<u>201</u> ⁽¹⁾	07/24/2003 ⁽²⁾ 07/24/2012	COMMON STOCK	4,
EMPLOYEE STOCK OPTION	\$ 18.6553	12/15/2008		P	<u>287</u> ⁽¹⁾	05/23/2004 ⁽²⁾ 05/23/2013	COMMON STOCK	6,
EMPLOYEE STOCK OPTIONS	\$ 25.4647	12/15/2008		P	<u>289</u> ⁽¹⁾	05/27/2005 ⁽²⁾ 05/27/2014	COMMON STOCK	6,
EMPLOYEE STOCK OPTIONS	\$ 24.7222	12/15/2008		P	<u>289</u> ⁽¹⁾	06/24/2006 ⁽²⁾ 06/24/2015	COMMON STOCK	6,
EMPLOYEE STOCK OPTIONS	\$ 31.3141	12/15/2008		P	<u>91</u> ⁽¹⁾	06/23/2007 ⁽²⁾ 06/23/2016	COMMON STOCK	1,
EMPLOYEE STOCK OPTIONS	\$ 31.3141	12/15/2008		P	<u>199</u> ⁽¹⁾	06/23/2007 ⁽²⁾ 06/23/2016	COMMON STOCK	4,
EMPLOYEE STOCK OPTIONS	\$ 11.7619	12/15/2008		P	<u>53</u> ⁽¹⁾	09/26/2009 ⁽³⁾ 09/26/2018	COMMON STOCK	1,
EMPLOYEE STOCK OPTION	\$ 11.7619	12/15/2008		P	<u>234</u> ⁽¹⁾	09/26/2009 ⁽²⁾ 09/26/2018	COMMON STOCK	4,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLIFFORD ANTHONY J C/O FNB BANCORP 975 EL CAMINO REAL SOUTH SAN FRANCISCO, CA 94080	X		EVP/COO	

Signatures

ANTHONY J CLIFFORD	12/17/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) THE NUMBER OF SHARES REFLECT THE STOCK DIVIDEND ON 12/15/08.
- (2) THE OPTIONS BECOMES EXERCISABLE IN 5 EQUAL INSTALLMENTS AFTER ONE YEAR FROM GRANT DATE.
- (3) THE OPTIONS BECOMES EXERCISABLE AFTER ONE YEAR.

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