

FNB BANCORP/CA/  
Form 4  
December 17, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WYMAN MICHAEL R**

(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)

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 (D) Price			
COMMON STOCK	12/15/2008		P	70 <sup>(1)</sup> A \$ 12.5	1,488	D	
COMMON STOCK	12/15/2008		P	1,479 <sup>(1)</sup> A \$ 12.5	31,078	I	MICHAEL R WYMAN & PATRICIA A WYMAN

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)	Amount or Number of Shares
EMPLOYEE STOCK OPTIONS	\$ 19.5437	12/15/2008		P	<u>17</u> (1)	07/24/2002 07/24/2012	COMMON STOCK	351
EMPLOYEE STOCK OPTIONS	\$ 18.6553	12/15/2008		P	<u>19</u> (1)	05/23/2003 05/23/2013	COMMON STOCK	402
EMPLOYEE STOCK OPTIONS	\$ 25.4647	12/15/2008		P	<u>20</u> (1)	05/27/2004 05/27/2014	COMMON STOCK	415
EMPLOYEE STOCK OPTIONS	\$ 24.7222	12/15/2008		P	<u>20</u> (1)	06/24/2005 06/24/2015	COMMON STOCK	425
EMPLOYEE STOCK OPTIONS	\$ 31.3141	12/15/2008		P	<u>28</u> (1)	06/23/2006 06/23/2016	COMMON STOCK	579
EMPLOYEE STOCK OPTIONS	\$ 27.6644	12/15/2008		P	<u>53</u> (1)	06/22/2007 06/22/2017	COMMON STOCK	1,103
EMPLOYEE STOCK OPTIONS	\$ 11.7619	12/15/2008		P	<u>50</u> (1)	09/26/2008 09/26/2018	COMMON STOCK	1,050

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WYMAN MICHAEL R  
C/O FNB BANCORP  
975 EL CAMINO REAL  
SOUTH SAN FRANCISCO, CA 94080

X

## Signatures

MICHAEL R  
WYMAN

12/17/2008

\_\_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) THE NUMBER OF SHARES REFLECT THE STOCK DIVIDEND ON 12/15/2008

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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