

ATWOOD THOMAS G
Form 5
April 28, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ATWOOD THOMAS G

(Last) (First) (Middle) (Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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 Reporting
(check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	12/10/2008	Â	P	1,000	A	\$ 11.55	70,235	D	Â
COMMON STOCK	12/10/2008	Â	P	2,000	A	\$ 11.55	70,235	D	Â
COMMON STOCK	12/10/2008	Â	P	2,000	A	\$ 11.55	70,235	D	Â
COMMON STOCK	12/11/2008	Â	P	1,109	A	\$ 11.55	70,235	D	Â
	12/15/2008	Â	P	24 ⁽¹⁾	A	\$ 12.5	70,235	D	Â

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COMMON STOCK									
COMMON STOCK	12/15/2008	Â	P	2,354 (1)	A	\$ 12.5	70,235	D	Â
COMMON STOCK	12/18/2008	Â	P	28	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/18/2008	Â	P	15	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/19/2008	Â	P	1	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/19/2008	Â	P	857	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/22/2008	Â	P	1,052	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/22/2008	Â	P	1,027	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/23/2008	Â	P	200	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/23/2008	Â	P	582	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/26/2008	Â	P	300	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/26/2008	Â	P	200	A	\$ 11.35	70,235	D	Â
COMMON STOCK	12/26/2008	Â	P	300	A	\$ 11.35	70,235	D	Â

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 displays a currently valid OMB control number.

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Date	Title Amount or		

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATWOOD THOMAS G Â	Â	Â X	Â	Â

Signatures

THOMAS G
ATWOOD

04/28/2009

**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 STOCK DIVIDEND ON 12/15/2008.

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