

CLIFFORD ANTHONY J  
Form 4  
December 29, 2011

**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)  
12/27/2011

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
COMMON STOCK	12/27/2011		P		4.94 (1)	A	\$ 12.15
COMMON STOCK	12/27/2011		P		14.66 (1)	A	\$ 12.15
							103.64
							307.93

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTIONS	\$ 16.8826	12/27/2011		P		<u>232.7</u> <sup>(1)</sup>		07/24/2002 <sup>(2)</sup>	07/24/2012	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 16.1152	12/27/2011		P		<u>332.35</u> <sup>(1)</sup>		05/23/2003 <sup>(2)</sup>	05/23/2013	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 21.9973	12/27/2011		P		<u>334.2</u> <sup>(1)</sup>		05/27/2004 <sup>(2)</sup>	05/27/2014	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 21.356	12/27/2011		P		<u>335.05</u> <sup>(1)</sup>		06/24/2005 <sup>(2)</sup>	06/24/2015	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 27.0504	12/27/2011		P		<u>104.8</u> <sup>(1)</sup>		06/23/2006 <sup>(2)</sup>	06/23/2016	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 27.0504	12/27/2011		P		<u>230.2</u> <sup>(1)</sup>		06/23/2006 <sup>(2)</sup>	06/23/2016	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 10.1604	12/27/2011		P		61.8 <sup>(1)</sup>		09/26/2008 <sup>(2)</sup>	09/26/2018	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 10.1604	12/27/2011		P		271 <sup>(1)</sup>		09/26/2008 <sup>(2)</sup>	09/26/2018	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 23.9	12/27/2011		P		<u>334.25</u> <sup>(1)</sup>		06/22/2007 <sup>(2)</sup>	06/22/2017	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 6.7665	12/27/2011		P		<u>341.25</u> <sup>(1)</sup>		12/18/2009 <sup>(2)</sup>	12/18/2019	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 13.0476	12/27/2011		P		244 <sup>(1)</sup>		03/25/2011 <sup>(2)</sup>	03/25/2021	COMMON STOCK

## 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

12/29/2011

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 SHARES REFLECT 5% STOCK DIVIDEND
- (2) THE OPTIONS BECOMES EXERCISABLE IN 5 EQUAL INSTALLMENTS AFTER ONE YEAR FROM GRANT DATE

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.