

FNB BANCORP/CA/
Form 5
February 11, 2014

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 *
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]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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 Reporting

(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 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 Ownership (Instr. 4)
				(A) or (D) Price			
COMMON STOCK	12/23/2013	^	P	4 ⁽¹⁾ A \$ 26.2	112	D	^
COMMON STOCK	12/23/2013	^	P	14 ⁽¹⁾ A \$ 26.2	337	D	^

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

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SEC 2270 (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)
					(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTIONS	\$ 19.3705	12/23/2013	Â	P	<u>369</u> ⁽¹⁾	Â	06/24/2006	06/24/2015	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 24.5355	12/23/2013	Â	P	<u>115</u> ⁽¹⁾	Â	06/23/2007	06/23/2016	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 24.5355	12/23/2013	Â	P	<u>254</u> ⁽¹⁾	Â	06/23/2007	06/23/2016	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 9.2158	12/23/2013	Â	P	<u>68</u> ⁽¹⁾	Â	09/26/2009	09/26/2018	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 9.2158	12/23/2013	Â	P	<u>299</u> ⁽¹⁾	Â	09/26/2009	09/26/2018	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 21.6757	12/23/2013	Â	P	<u>369</u> ⁽¹⁾	Â	06/22/2008	06/22/2017	COMMON STOCK ⁽¹⁾
EMPLOYEE STOCK OPTIONS	\$ 6.1374	12/23/2013	Â	P	<u>376</u> ⁽¹⁾	Â	12/18/2010	12/18/2019	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 11.8346	12/23/2013	Â	P	<u>269</u> ⁽¹⁾	Â	03/25/2012	03/25/2021	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 18.381	12/23/2013	Â	P	<u>220</u> ⁽¹⁾	Â	02/22/2014	02/22/2023	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 26.6	12/13/2013	Â	P	5,000	Â	12/13/2014	12/13/2023	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	^	^	^ EVP/COO	^

Signatures

ANTHONY J
CLIFFORD

02/11/2014

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 THE 5% STOCK DIVIDEND PAYABLE ON 12/23/2013 RECORD DATE 12/2/2013
- (2) 20% SHARES BECOME EXERCISABLE AFTER ONE YEAR FROM GRANT DATE FOR THE NEXT 5 YEARS

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.