

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 *
ANGELOT LISA

(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)
COMMON STOCK	12/15/2008		P	542 ⁽¹⁾ A	\$ 12.5 11,400	D	
COMMON STOCK	12/15/2008		P	77 ⁽¹⁾ A	\$ 12.5 1,623	I	LISA ANGELOT CUST ERIC ANGELOT
COMMON STOCK	12/15/2008		P	7 ⁽¹⁾ A	\$ 12.5 165	I	LISA ANGELOT CUST KATHERIN E BRANDENBERGER
COMMON STOCK	12/15/2008		P	10 ⁽¹⁾ A	\$ 12.5 217	I	LISA ANGELOT CUST KATHERIN E BRANDENBERGER

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COMMON STOCK 12/15/2008 P 14,782_{(1) (2)} A \$ 12.5 310,425 I THE RICCO LAGOMARSINO TRUST

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

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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. Amount or Number of Shares
STOCK OPTION PLAN	\$ 17.1896	12/15/2008		P	<u>12</u> ₍₁₎	04/28/1999 04/28/2009	COMMON STOCK	245
STOCK OPTION PLAN	\$ 16.1988	12/15/2008		P	<u>17</u> ₍₁₎	06/28/2000 06/28/2010	COMMON STOCK	348
STOCK OPTION PLAN	\$ 16.9548	12/15/2008		P	<u>17</u> ₍₁₎	06/29/2001 06/29/2011	COMMON STOCK	347
STOCK OPTION PLAN	\$ 19.5437	12/15/2008		P	<u>17</u> ₍₁₎	07/24/2002 07/24/2012	COMMON STOCK	351
STOCK OPTION PLAN	\$ 18.6553	12/15/2008		P	<u>19</u> ₍₁₎	05/23/2003 05/23/2013	COMMON STOCK	402
STOCK OPTION PLAN	\$ 25.4647	12/15/2008		P	<u>20</u> ₍₁₎	05/27/2004 05/27/2014	COMMON STOCK	415
STOCK OPTION	\$ 24.7222	12/15/2008		P	<u>20</u> ₍₁₎	06/24/2005 06/24/2015	COMMON STOCK	425

PLAN

STOCK

OPTION \$ 31.3141 12/15/2008

PLAN

P 28
(1)

06/23/2006 06/23/2016

COMMON
STOCK

579

STOCK

OPTION \$ 27.6644 12/15/2008

PLAN

P 53
(1)

06/22/2007 06/22/2017

COMMON
STOCK

1,103

STOCK

OPTION \$ 11.7619 12/15/2008

PLAN

P 50
(1)

09/26/2008 09/26/2018

COMMON
STOCK

1,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANGELOT LISA C/O FNB BANCORP 975 EL CAMINO REAL SOUTH SAN FRANCISCO, CA 94080	X	X		

Signatures

LISA

ANGELOT

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) NUMBER OF SHARES REFLECT STOCK DIVIDEND ON 12/15/08.

"THE REPORTING PERSON DISCLAIMS BENEFICIAL OWNERSHIP OF THESE SECURITIES, AND THIS REPORT SHALL
(2) NOT BE DEEMED AN ADMISSION THAT THE REPORTING PERSON IS THE BENEFICIAL OWNER OF THE SECURITIES
FOR PURPOSE OT SECTION 16 OR ANY OTHER PURPOSE"

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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