FNB BANCORP/CA/ Form 4 December 17, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

7. Nature of

Indirect

Beneficial Ownership

(Instr. 4)

irect

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LIGHTNER MERRIE TURNER

2. Issuer Name and Ticker or Trading Symbol

FNB BANCORP/CA/ [fnbg.ob]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

1.Title of

(First)

975 EL CAMINO REAL, 3RD FL

(Middle)

2. Transaction Date 2A. Deemed

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Other (specify Officer (give title

6.

12/15/2008

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

> Form filed by More than One Reporting Person

below)

SOUTH SAN FRANCISCO, CA 94080

> (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of

1.11110 01	2. Hansaction Date	ZA. Decilica	J.	T. SCCuii	nes Acquired	J. Alliount of	0.
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	isposed of	Securities	Ownership
(Instr. 3)		any	Code	(D)		Beneficially	Form: Direc
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	(D) or
						Following	Indirect (I)
					(4)	Reported	(Instr. 4)
					(A)	Transaction(s)	
			C + V	A	or	(Instr. 3 and 4)	
			Code V	Amount	(D) Price		
COMMON STOCK	12/15/2008		P	52 (1)	A \$ 12.5	1,102	D

3.

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercis	sable and	7. Title and Am	nount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Dat	e	Underlying Sec	urities
Security	or Exercise		any	Code	of	(Month/Day/Y	ear)	(Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	,			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
EMPLOYEE STOCK OPTIONS	\$ 11.7619	12/15/2008		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		
LIGHTNER MERRIE TURNER 975 EL CAMINO REAL, 3RD FL SOUTH SAN FRANCISCO, CA 94080	X					

Signatures

MERRIE TURNER LIGHTNER 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 NUMBERS 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. 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.

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