Edgar Filing: FNB BANCORP/CA/ - Form 4

FNB BANCO	RP/CA/								
Form 4									
December 17,	2008								
FORM	4						OMB AF	PROVAL	
	UNII	ED STATE		TIES AND EXC ington, D.C. 205		OMMISSION	OMB Number:	3235-0287	
Check this if no longer							Expires:	January 31,	
subject to Section 16. Form 4 or	SIA	TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated a burden hour response			
Form 5	Filed	pursuant to	reepeneen	0.0					
obligations	Section	^		ity Holding Com	•		1		
may contin <i>See</i> Instruct 1(b).	ue.			estment Company	* •				
(Print or Type Re	sponses)								
1. Name and Address of Reporting Person <u>*</u> PACELLI MICHAEL			2. Issuer N Symbol	2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer			
_				FNB BANCORP/CA/ [fnbg.ob]		(Check all applicable)			
(Last)	(First)	(Middle)		Earliest Transaction		W D'	100	0	
975 EL CAMINO REAL 3RD FL			(Month/Day/Year) 12/15/2008			_X_Director10% Owner Officer (give titleOther (specify below)below)			
	(Street)		4. If Amend	lment, Date Original		6. Individual or Jo	int/Group Filin	g(Check	
			Filed(Month	-	Applicable Line) _X_ Form filed by One Reporting Person				
SOUTH SAN						Form filed by More than One Reporting Person			
FRANCISCO	, CA 94080)				1 croon			
(City)	(State)	(Zip)	Table	I - Non-Derivative S	Securities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		on Date 2A. 1 //Year) Exec any (Mor		Transaction(A) or I Code (D)	Disposed of (A) (A) or	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)	

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

Р

COMMON

STOCK

12/15/2008

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.

D

\$ 12.5

290

14 <u>(1)</u> A

 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 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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Da (Month/Day/Y	te	7. Title and Am Underlying Sec (Instr. 3 and 4)	curities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
EMPLOYEE STOCK OPTIONS	\$ 31.3141	12/15/2008		Р	28 (1)	06/23/2006	06/23/2016	COMMON STOCK	579
EMPLOYEE STOCK OPTIONS	\$ 27.6644	12/15/2008		Р	53 (1)	06/22/2007	06/22/2017	COMMON STOCK	1,103
EMPLOYEE STOCK OPTIONS	\$ 11.7619	12/15/2008		Р	50 (1)	09/26/2008	09/26/2018	COMMON STOCK	1,050

Reporting Owners

Reporting Owner Name / Address	Relationships				
F	Director	10% Owner	Officer	Other	
PACELLI MICHAEL 975 EL CAMINO REAL 3RD FL SOUTH SAN FRANCISCO, CA 94080	Х				
Signatures					

MICHAEL	
PACELLI	12/17/2008
<u>**</u> 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 FROM THE STOCK DIVIDEND 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.