

FNB BANCORP/CA/
Form 4
December 17, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WATSON EDWARD 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)
12/15/2008

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 Ownership (Instr. 4)
COMMON STOCK	12/15/2008		P	71 ⁽¹⁾ A	\$ 12.5 1,487	D	
COMMON STOCK	12/15/2008		P	123 ⁽¹⁾ A	\$ 12.5 2,584	I	IRA

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

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.

SEC 1474
(9-02)

Edgar Filing: FNB BANCORP/CA/ - Form 4

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
EMPLOYEE STOCK OPTIONS	\$ 17.1896	12/15/2008		P	<u>12</u> (1)	04/28/1999 04/28/2009	COMMON STOCK	245
EMPLOYEE STOCK OPTIONS	\$ 16.1988	12/15/2008		P	<u>17</u> (1)	06/28/2000 06/28/2010	COMMON STOCK	348
EMPLOYEE STOCK OPTIONS	\$ 16.9548	12/15/2008		P	<u>17</u> (1)	06/29/2001 06/29/2011	COMMON STOCK	347
EMPLOYEE STOCK OPTIONS	\$ 19.5437	12/15/2008		P	<u>17</u> (1)	07/24/2002 07/24/2012	COMMON STOCK	351
EMPLOYEE STOCK OPTIONS	\$ 18.6553	12/15/2008		P	<u>19</u> (1)	05/23/2003 05/23/2013	COMMON STOCK	402
EMPLOYEE STOCK OPTIONS	\$ 25.4647	12/15/2008		P	<u>20</u> (1)	05/27/2004 05/27/2014	COMMON STOCK	415
EMPLOYEE STOCK OPTIONS	\$ 24.7222	12/15/2008		P	<u>20</u> (1)	06/24/2005 06/24/2015	COMMON STOCK	425
EMPLOYEE STOCK OPTIONS	\$ 31.3141	12/15/2008		P	<u>28</u> (1)	06/23/2006 06/23/2016	COMMON STOCK	579
EMPLOYEE STOCK OPTIONS	\$ 27.6644	12/15/2008		P	<u>53</u> (1)	06/22/2007 06/22/2017	COMMON STOCK	1,103
EMPLOYEE STOCK	\$ 11.7619	12/15/2008		P	<u>50</u> (1)	09/26/2008 09/26/2018	COMMON STOCK	1,050

OPTIONS

Reporting Owners

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

Signatures

EDWARD J
WATSON
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 NUMBER 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.