

WYMAN MICHAEL R
Form 5
February 03, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 *
WYMAN MICHAEL R

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FNB BANCORP/CA/ [fnbg.ob]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O FNB BANCORP, 975 EL CAMINO REAL

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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 Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
COMMON STOCK	12/15/2008	^	P	70 ⁽¹⁾ A \$ 12.5	1,488	D	^
COMMON STOCK	12/15/2008	^	P	1,479 ⁽¹⁾ A \$ 12.5	31,078	I	MICHAEL R WYMAN & PATRICIA A WYMAN
COMMON STOCK	07/31/2008	^	P	5,000 A \$ 14.98	5,000	I	MICHAEL R WYMAN -

Edgar Filing: WYMAN MICHAEL R - Form 5

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)
COMMON STOCK		09/18/2008	Â	P	1,000 A	\$ 11.76 1,000 I	IRA MICHAEL R WYMAN - IRA
COMMON STOCK		12/15/2008	Â	P	300 ⁽¹⁾ A	\$ 12.5 300 I	MICHAEL R WYMAN - IRA
COMMON STOCK		12/15/2008	Â	P	323 ⁽²⁾ A	\$ 12.5 3,935 I	FNB DEFERRED COMP TR

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 2270
(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)
EMPLOYEE STOCK OPTIONS	\$ 19.5437	12/15/2008	Â	P	17 ⁽¹⁾ Â	07/24/2002 07/24/2012	COMMON STOCK 3
EMPLOYEE STOCK OPTIONS	\$ 18.6553	12/15/2008	Â	P	19 ⁽¹⁾ Â	05/23/2003 05/23/2013	COMMON STOCK 4
EMPLOYEE STOCK OPTIONS	\$ 25.4647	12/15/2008	Â	P	20 ⁽¹⁾ Â	05/27/2004 05/27/2014	COMMON STOCK 4
EMPLOYEE STOCK OPTIONS	\$ 24.7222	12/15/2008	Â	P	20 ⁽¹⁾ Â	06/24/2005 06/24/2015	COMMON STOCK 4
EMPLOYEE STOCK OPTIONS	\$ 31.3141	12/15/2008	Â	P	28 ⁽¹⁾ Â	06/23/2006 06/23/2016	COMMON STOCK 5

EMPLOYEE STOCK OPTIONS	\$ 27.6644	12/15/2008	Â	P	<u>53</u> (1)	Â	06/22/2007	06/22/2017	COMMON STOCK	1,
EMPLOYEE STOCK OPTIONS	\$ 11.7619	12/15/2008	Â	P	<u>50</u> (1)	Â	09/26/2008	09/26/2018	COMMON STOCK	1,

Reporting Owners

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

Signatures

MICHAEL R
WYMAN

02/03/2009

__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.
- (2) THE NUMBER OF SHARES REFLECTS CASH DIVIDENDS AND STOCK DIVIDEND IN 2008.

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.