CLIFFORD ANTHONY J

Form 4 January 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 * **CLIFFORD ANTHONY J**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Street)

(State)

(Middle)

(Zip)

FNB BANCORP/CA/ [fnbg] 3. Date of Earliest Transaction

_X__ Director

10% Owner

C/O FNB BANCORP, 975 EL

CAMINO REAL

(City)

(Month/Day/Year)

X_ Officer (give title

Other (specify

12/28/2012

below)

below) COO/SVP

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

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

SOUTH SAN FRANCISCO, CA 94080

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficientially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired Execution Date, if Transaction(A) or Disposed of any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)			d of	5. Amount of Securities Beneficially Owned Following	Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	12/28/2012		P	5.18 (1)	A	\$ 18.9	108.82	D	
COMMON STOCK	12/28/2012		P	15.4 (1)	A	\$ 18.9	323.33	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTIONS	\$ 15.3478	12/28/2012		P	220.92 (1)	05/23/2004(2)	05/23/2013	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 20.9498	12/28/2012		P	350.91 (1)	05/27/2005(2)	05/27/2014	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 20.339	12/28/2012		P	351.8 (1)	06/24/2006(2)	06/24/2015	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 25.7623	12/28/2012		P	110.04 (1)	06/23/2007(2)	06/23/2016	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 25.7623	12/28/2012		P	241.71 (1)	06/23/2007(2)	06/23/2016	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 9.6766	12/28/2012		P	64.89 (1)	09/26/2009(2)	09/26/2018	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 9.6766	12/28/2012		P	284.55 (1)	09/26/2009(2)	09/26/2018	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 22.76	12/28/2012		P	350.96 (1)	06/22/2008(2)	06/22/2017	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 6.4443	12/28/2012		P	358.31 (1)	12/18/2010(2)	12/18/2019	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 12.4263	12/28/2012		P	256.2 (1)	03/25/2012(2)	03/25/2021	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLIFFORD ANTHONY J C/O FNB BANCORP 975 EL CAMINO REAL SOUTH SAN FRANCISCO, CA 94080

X COO/SVP

Signatures

ANTHONY J. 01/04/2013

**Signature of Reporting Date
Person

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) SHARES REFLECT 5% STOCK DIVIDEND
- (2) THE OPTIONS BECOMES EXERCISABLE IN 5 EQUAL INSTALLMENTS AFTER ONE YEAR FROM GRANT DATE

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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