

WATSON EDWARD J
Form 4
January 04, 2013

FORM 4

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

OMB APPROVAL

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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]

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (D) Price | | |
| COMMON STOCK | 12/28/2012 | | P | | 100.93 (1) \$ 18.9 | 2,120 | D |
| COMMON STOCK | 12/28/2012 | | P | | 569.17 (1) \$ 18.9 | 11,953 | D |

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

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SEC 1474
(9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| EMPLOYEE STOCK OPTIONS | \$ 15.3478 | 12/28/2012 | | P | 23.26 <u>(1)</u> | 05/23/2003 05/23/2013 | COMMON STOCK | 4 |
| EMPLOYEE STOCK OPTIONS | \$ 20.9498 | 12/28/2012 | | P | 24.05 <u>(1)</u> | 05/27/2004 05/27/2014 | COMMON STOCK | 5 |
| EMPLOYEE STOCK OPTIONS | \$ 20.339 | 12/28/2012 | | P | 24.57 <u>(1)</u> | 06/24/2005 06/24/2015 | COMMON STOCK | 5 |
| EMPLOYEE STOCK OPTIONS | \$ 25.7623 | 12/28/2012 | | P | 33.5 <u>(1)</u> | 06/23/2006 06/23/2016 | COMMON STOCK | 7 |
| EMPLOYEE STOCK OPTIONS | \$ 22.7595 | 12/28/2012 | | P | 63.84 <u>(1)</u> | 06/22/2007 06/22/2017 | COMMON STOCK | 1,3 |
| EMPLOYEE STOCK OPTIONS | \$ 9.6766 | 12/28/2012 | | P | 60.8 <u>(1)</u> | 09/26/2008 09/26/2018 | COMMON STOCK | 1,3 |
| EMPLOYEE STOCK OPTIONS | \$ 6.4443 | 12/28/2012 | | P | 55.13 <u>(1)</u> | 12/18/2009 12/18/2019 | COMMON STOCK | 1, |
| EMPLOYEE STOCK OPTIONS | \$ 12.4263 | 12/28/2012 | | P | 39.38 <u>(1)</u> | 03/25/2011 03/25/2021 | COMMON STOCK | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | X |

