

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

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

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5. Relationship of Reporting Person(s) to Issuer

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

6. Individual or Joint/Group Reporting

☒ **X** 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

Equipment
Company

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.

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(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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENAPLES LOUIS A C/O FNCB 102 E. DRINKER ST. DUNMORE, PA 18512	Â X	Â X	Â	Â

Signatures

/s/ James M. Bone, Jr., as attorney
in fact 02/14/2017

**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) Mr. DeNaples is a participant in FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan. These transactions are the result of his participation in the DRP in 2016.
- (2) This amount includes 71.456 shares acquired individually by Mr. DeNaples' spouse through FNCB Bancorp's Dividend Reinvestment and Stock Purchase Plan. Therefore Mr. DeNaples' spouse holds 15,033.975 shares individually.
- (3) Comprises 2,439 shares held by a business in which Mr. DeNaples is a 33.33% owner with his brother, Dominick DeNaples.
- (4)

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This amount includes 8,548.172 Mr. DeNaples acquired individually through FNCB's Dividend Reinvestment and Stock Purchase Plan; and 25.141 shares acquired with his spouse through FNCB's Dividend Reinvestment and Stock Purchase Plan. Therefore, Mr. DeNaples holds 1,700,435.398 shares individually and 4,993.650 shares jointly with his spouse.

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.