

FNCB Bancorp, Inc.  
Form 4  
March 02, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BONE JAMES M JR**

(Last) (First) (Middle)

**C/O FNCB, 102 E. DRINKER ST.**

(Street)

**DUNMORE, PA 18512**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FNCB Bancorp, Inc. [FNCB]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/31/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP &amp; CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_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. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON<br>STOCK                       | 03/01/2017                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Amount<br>(1)<br>5,857<br>Price<br>\$ 6.83          | 34,965.6362<br>(2)                                                                                                 | D                                                                       |                                                                   |
| COMMON<br>STOCK                       | 02/28/2017                              |                                                             | J                                    | (A)<br>or<br>(D)<br>Amount<br>(3)<br>3.711<br>Price<br>\$ 6.8739        | 29,108.6361                                                                                                        | D                                                                       |                                                                   |
| COMMON<br>STOCK                       | 01/31/2017                              |                                                             | J                                    | (A)<br>or<br>(D)<br>Amount<br>(3)<br>3.948<br>Price<br>\$ 6.4615        | 29,104.9251                                                                                                        | D                                                                       |                                                                   |
| COMMON<br>STOCK                       |                                         |                                                             |                                      |                                                                         | 63.798                                                                                                             | I                                                                       | Adult<br>child who<br>lives with<br>Mr. Bone                      |

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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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |           |       |
|------------------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                        | Director      | 10% Owner | Officer   | Other |
| BONE JAMES M JR<br>C/O FNCB<br>102 E. DRINKER ST.<br>DUNMORE, PA 18512 |               |           | EVP & CFO |       |

## Signatures

/s/ Stephanie A. Westington, as attorney  
in fact 03/02/2017

\_\_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) The time-based restricted common stock vests in five (5) equal annual installments which begin 5/15/18, 5/15/19, 5/15/20, 5/15/21 and 5/15/22.  
This amount includes 7.6591 shares acquired jointly with Mr. Bone's spouse pursuant to the DRP; 19,090 shares of time-based restricted common stock solely owned by Mr. Bone; 2,211.359 shares owned jointly with Mr. Bone's spouse; 4,700.3990 shares co-owned with Mr. Bone's father and siblings; and 8,956.2191 shares owned solely by Mr. Bone.
- (3) Mr. Bone is a participant in FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan. These transactions represent his participation for January 2017 and February 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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