MCGRAW THOMAS C

Form 4

December 23, 2009

COMMON

STOCK

12/15/2009

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCGRAW THOMAS C Issuer Symbol FNB BANCORP/CA/ [fnbg.ob] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O FNB BANCORP, 975 EL 12/15/2009 below) below) **CAMINO REAL CEO** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **SOUTH SAN** Person FRANCISCO, CA 94080 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price **THOMAS** C. **MCGRAW COMMON** 7,805 12/15/2009 P 163,906 Ι & **STOCK VIRGINIA** K **MCGRAW**

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

P

17 (1) A

370

D

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	` '	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
EMPLOYER STOCK OPTIONS	E \$ 15.4274	12/15/2009		P	17 (1)	06/28/2000	06/28/2010	COMMON STOCK	3
EMPLOYER STOCK OPTIONS	E \$ 16.1474	4 12/15/2009		P	17 <u>(1)</u>	06/29/2001	06/29/2011	COMMON STOCK	3
EMPLOYER STOCK OPTIONS	E \$ 18.613	12/15/2009		P	18 (1)	07/24/2002	07/24/2012	COMMON STOCK	3
EMPLOYER STOCK OPTIONS	E \$ 17.767	12/15/2009		P	20 (1)	05/23/2003	05/23/2013	COMMON STOCK	4
EMPLOYER STOCK OPTIONS	E \$ 24.2521	12/15/2009		P	21 (1)	05/27/2004	05/27/2014	COMMON STOCK	4
EMPLOYER STOCK OPTIONS	E \$ 23.545	12/15/2009		P	21 (1)	06/24/2005	06/24/2015	COMMON STOCK	4
EMPLOYER STOCK OPTIONS	E \$ 29.823	12/15/2009		P	29 (1)	06/23/2006	06/23/2016	COMMON STOCK	6
EMPLOYER STOCK OPTIONS	E \$ 26.347	12/15/2009		P	55 (1)	06/22/2007	06/22/2017	COMMON STOCK	1,
EMPLOYER STOCK	E \$11.2018	3 12/15/2009		P	210 (1)	09/26/2008	09/26/2018	COMMON STOCK	4,4

OPTIONS

EMPLOYEE

STOCK \$ 7.46 12/18/2009 P 5,000 12/18/2009 12/18/2019 COMMON STOCK

OPTIONS

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCGRAW THOMAS C

C/O FNB BANCORP

X

CEO

SOUTH SAN FRANCISCO, CA 94080

Signatures

975 EL CAMINO REAL

THOMAS C MCGRAW 12/23/2009

**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) THE NUMBER OF SHARES REFLECTS THE STOCK DIVIDEND ON 12/15/2009.

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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