WATSON EDWARD J
Form 4
January 05, 2011

FORM 4

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

OMB APPROVAL

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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

(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.ob]

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	12/20/2010		P		91.5 (1)	A	$ 8.5	1,922.55	D	
COMMON STOCK	12/20/2010		P		516.25 (1)	A	$ 8.5	10,841.25	I	IRA

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

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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 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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
EMPLOYEE STOCK OPTIONS	$ 15.38	12/20/2010		P		18.2 (1)		06/29/2001	06/29/2011	COMMON STOCK	3
EMPLOYEE STOCK OPTION	$ 17.73	12/20/2010		P		18.45 (1)		07/24/2002	07/24/2012	COMMON STOCK	38
EMPLOYEE STOCK OPTIONS	$ 16.92	12/20/2010		P		21.1 (1)		05/23/2003	05/23/2013	COMMON STOCK	4
EMPLOYEE STOCK OPTIONS	$ 23.1	12/20/2010		P		21.8 (1)		05/27/2004	05/27/2014	COMMON STOCK	4
EMPLOYEE STOCK OPTIONS	$ 22.42	12/20/2010		P		22.3 (1)		06/24/2005	06/24/2015	COMMON STOCK	4
EMPLOYEE STOCK OPTIONS	$ 28.4	12/20/2010		P		30.4 (1)		06/23/2006	06/23/2016	COMMON STOCK	6
EMPLOYEE STOCK OPTIONS	$ 25.09	12/20/2010		P		57.9 (1)		06/22/2007	06/22/2017	COMMON STOCK	1,
EMPLOYEE STOCK OPTIONS	$ 10.67	12/20/2010		P		55.15 (1)		09/26/2008	09/26/2018	COMMON STOCK	1,1
EMPLOYEE STOCK OPTIONS	$ 7.1	12/20/2010		P		50 (1)		12/18/2009	12/18/2019	COMMON STOCK	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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

X

Signatures

EDWARD J WATSON	01/05/2011
**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 SHARES REFLECT THE 5% STOCK DIVIDEND.

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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