

CLIFFORD ANTHONY J
Form 4
January 07, 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 *
CLIFFORD ANTHONY 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)

Director 10% Owner
 Officer (give title below) Other (specify below)
COO/SVP

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTIONS	\$ 17.73	12/20/2010	P		<u>221.6</u> (1)		07/24/2003 ⁽²⁾	07/24/2012	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 16.92	12/20/2010	P		<u>316.5</u> (1)		05/23/2004 ⁽²⁾	05/23/2013	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 23.1	12/20/2010	P		<u>318.3</u> (1)		05/27/2005 ⁽²⁾	05/27/2014	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 22.42	12/20/2010	P		<u>319.1</u> (1)		06/24/2006 ⁽²⁾	06/24/2015	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 28.4	12/20/2010	P		99.8 ⁽¹⁾		06/23/2006	06/23/2016	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 28.4	12/20/2010	P		<u>219.25</u> (1)		06/23/2007 ⁽²⁾	06/23/2016	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 10.67	12/20/2010	P		<u>58.85</u> (1)		09/26/2008	09/26/2018	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 10.67	12/20/2010	P		<u>258.1</u> (1)		09/26/2009 ⁽²⁾	09/26/2018	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 15.38	12/20/2010	P		31.8 ⁽¹⁾		06/29/2002 ⁽²⁾	06/29/2011	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 25.09	12/20/2010	P		<u>318.35</u> (1)		06/28/2008 ⁽²⁾	06/22/2017	COMMON STOCK
EMPLOYEE STOCK OPTIONS	\$ 7.1	12/20/2010	P		325 ⁽¹⁾		12/18/2010 ⁽²⁾	12/18/2019	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLIFFORD ANTHONY J C/O FNB BANCORP 975 EL CAMINO REAL SOUTH SAN FRANCISCO, CA 94080	X		COO/SVP	

Signatures

ANTHONY J CLIFFORD	01/07/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 REFLECT 5% STOCK DIVIDEND.
 - (2) THE OPTIONS BECOMES EXERCISABLE IN 5 EQUAL INSTALLMENTS AFTER ONE YEAR FROM GRANT DATE.

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.