

MCGRAW THOMAS C
Form 4
December 29, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGRAW THOMAS C

(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/ [fnbgo]b]

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2011

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) CEO

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 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	12/27/2011		P		8,605.07 (1)	A	\$ 12.15	180,706.37 I	THOMAS C MCGRAW & VIRGINIA K MCGRAW
COMMON STOCK	12/27/2011		P		19.43 (1)	A	\$ 12.15	407.93 D	

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 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am No Sh
EMPLOYEE STOCK OPTIONS	\$ 16.8826	12/27/2011		P		19.35 <u>(1)</u>		07/24/2002	07/24/2012	COMMON STOCK	4
EMPLOYEE STOCK OPTIONS	\$ 16.1152	12/27/2011		P		22.15 <u>(1)</u>		05/23/2003	05/23/2013	COMMON STOCK	4
EMPLOYEE STOCK OPTIONS	\$ 21.9973	12/27/2011		P		22.9 <u>(1)</u>		05/27/2004	05/27/2014	COMMON STOCK	
EMPLOYEE STOCK OPTIONS	\$ 21.356	12/27/2011		P		23.4 <u>(1)</u>		06/24/2005	06/24/2015	COMMON STOCK	
EMPLOYEE STOCK OPTIONS	\$ 27.0504	12/27/2011		P		31.9 <u>(1)</u>		06/23/2006	06/23/2016	COMMON STOCK	
EMPLOYEE STOCK OPTIONS	\$ 23.9	12/27/2011		P		60.8 <u>(1)</u>		06/22/2007	06/22/2017	COMMON STOCK	1
EMPLOYEE STOCK OPTIONS	\$ 10.1604	12/27/2011		P		231.55 <u>(1)</u>		09/26/2008	09/26/2018	COMMON STOCK	4
EMPLOYEE STOCK OPTIONS	\$ 6.7665	12/27/2011		P		262.5 <u>(1)</u>		12/18/2009	12/18/2019	COMMON STOCK	5

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: MCGRAW THOMAS C - Form 4

Director 10% Owner Officer Other

MCGRAW THOMAS C
C/O FNB BANCORP
975 EL CAMINO REAL
SOUTH SAN FRANCISCO, CA 94080

X

CEO

Signatures

THOMAS C
MCGRAW 12/29/2011

__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 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.
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.