

PACELLI MICHAEL  
Form 4  
December 29, 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 \*  
PACELLI MICHAEL

(Last) (First) (Middle)  
975 EL CAMINO REAL 3RD FL  
(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)  
12/27/2011

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)

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
COMMON STOCK	12/27/2011		P	(1)	15.96 \$ 12.15	A	D

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)**

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
EMPLOYEE STOCK OPTIONS	\$ 27.0504	12/27/2011		P	31.9 (1)	06/23/2006 06/23/2016	COMMON STOCK	669
EMPLOYEE STOCK OPTIONS	\$ 23.9	12/27/2011		P	60.8 (1)	06/22/2007 06/22/2017	COMMON STOCK	1,270
EMPLOYEE STOCK OPTIONS	\$ 10.1604	12/27/2011		P	57.9 (1)	09/26/2008 09/26/2018	COMMON STOCK	1,210
EMPLOYEE STOCK OPTIONS	\$ 6.7665	12/27/2011		P	52.5 (1)	12/18/2009 12/18/2019	COMMON STOCK	1,100
EMPLOYEE STOCK OPTIONS	\$ 13.0476	12/27/2011		P	37.5 (1)	03/25/2011 03/25/2021	COMMON STOCK	780

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PACELLI MICHAEL 975 EL CAMINO REAL 3RD FL SOUTH SAN FRANCISCO, CA 94080	X			

## Signatures

MICHAEL  
PACELLI  
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

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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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