

FNB BANCORP/CA/
Form 5
February 13, 2014

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WATSON EDWARD J

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FNB BANCORP/CA/ [fnbg]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O FNB BANCORP, 975 EL CAMINO REAL

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
COMMON STOCK	12/23/2013	^	P	130 ⁽¹⁾ / ₍₂₎ A	\$ 26.2	2,736 I	EDWARD J WATSON & ELIZABETH C WATSON TTEE WATSON FAMILY TR UA 12/3/05

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COMMON STOCK 12/23/2013 Â P 650⁽¹⁾₍₂₎ A \$ 26.2 13,650 I IRA

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

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SEC 2270 (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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable (A) Expiration Date (D)	Title or Number of Shares		

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	Â X	Â	Â	Â

Signatures

EDWARD J WATSON 02/13/2014

**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) AMENDMENT ON FORM 5 FILED ON 2/10/14 - SECURITIES ACQUIRED (A) WAS REPORTED INCORRECTLY.
- (2) THESE SHARES REFLECT THE 5% STOCK DIVIDEND PAYABLE ON 12/23/13 RECORD DATE 12/2/13.

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Remarks:

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AMENDMENT ON FORM 5 FILED ON 2/10/14 - SECURITIES ACQUIRED (A) WAS REPORT IN
THE ADDITIONAL SHARES REFLECT THE 5% STOCK DIVIDEND PAYABLE ON 12/23/13 RECC

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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