

WATSON EDWARD J
 Form 4
 July 05, 2018

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]

3. Date of Earliest Transaction
 (Month/Day/Year)
07/05/2018

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 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.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
EMPLOYEE STOCK OPTIONS	\$ 5.3073	07/05/2018	D	2,328					09/26/2008	09/26/2018	COMMON STOCK	2,
EMPLOYEE STOCK OPTIONS	\$ 3.5345	07/05/2018	D	2,112					12/18/2009	12/18/2019	COMMON STOCK	2,
EMPLOYEE STOCK OPTIONS	\$ 6.8154	07/05/2018	D	1,508					03/25/2011	03/25/2021	COMMON STOCK	1,
EMPLOYEE STOCK OPTIONS	\$ 10.5855	07/05/2018	D	1,230					02/22/2013	02/22/2023	COMMON STOCK	1,
EMPLOYEE STOCK OPTIONS	\$ 15.3187	07/05/2018	D	1,737					12/13/2013	12/13/2023	COMMON STOCK	1,
EMPLOYEE STOCK OPTIONS	\$ 16.2689	07/05/2018	D	1,404					12/12/2014	12/12/2024	COMMON STOCK	1,
EMPLOYEE STOCK OPTIONS	\$ 18.4429	07/05/2018	D	2,481					11/20/2015	11/20/2025	COMMON STOCK	2,
EMPLOYEE STOCK OPTIONS	\$ 20.9524	07/05/2018	D	2,954					11/18/2016	11/18/2026	COMMON STOCK	2,

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

07/05/2018

__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).

Remarks:

DISPOSITION OF SECURITIES IS RELATED TO THE CLOSING OF THE MERGER WITH TRICO BANCSHARES OF

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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