

FNCB Bancorp, Inc.
Form 5
February 14, 2017

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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
BONE JAMES M JR			FNCB Bancorp, Inc. [FNCB]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below)	
C/O FNCB, 102 E. DRINKER ST.			12/31/2016		<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) EVP & CFO	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (check applicable line)	
DUNMORE, PA 18512					<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
COMMON STOCK	12/15/2016		J ⁽¹⁾	35.1839 A \$ 5.929	29,100.9771 (3)	D	
COMMON STOCK	12/15/2016		J ⁽¹⁾	1.019 A \$ 6.05	29,065.7932	D	
COMMON STOCK	12/15/2016		J ⁽¹⁾	23.663 A \$ 6.05	29,064.7742	D	
COMMON STOCK	09/15/2016		J ⁽¹⁾	28.3793 A \$ 4.8804	29,041.1112	D	
	09/15/2016		J ⁽¹⁾	0.822 A \$ 4.98	29,012.7319	D	

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COMMON STOCK										
COMMON STOCK	09/15/2016	Â	<u>J(1)</u>	19.087	A	\$ 4.98	29,011.9099	D	Â	
COMMON STOCK	06/15/2016	Â	<u>J(1)</u>	24.1159	A	\$ 5.7232	28,992.8229	D	Â	
COMMON STOCK	06/15/2016	Â	<u>J(1)</u>	0.699	A	\$ 5.84	28,968.707	D	Â	
COMMON STOCK	05/30/2016	Â	<u>J(1)</u>	9.014	A	\$ 5.66	28,968.008	D	Â	
COMMON STOCK	06/15/2016	Â	<u>J(1)</u>	7.519	A	\$ 5.84	28,958.994	D	Â	
COMMON STOCK	06/30/2016	Â	<u>J(1)</u>	4.396	A	\$ 5.803	28,951.475	D	Â	
COMMON STOCK	08/01/2016	Â	<u>J(1)</u>	4.605	A	\$ 5.54	28,947.079	D	Â	
COMMON STOCK	08/31/2016	Â	<u>J(1)</u>	4.813	A	\$ 5.3	28,942.474	D	Â	
COMMON STOCK	09/15/2016	Â	<u>J(1)</u>	8.905	A	\$ 4.98	28,937.661	D	Â	
COMMON STOCK	09/30/2016	Â	<u>J(1)</u>	5.102	A	\$ 5	28,928.756	D	Â	
COMMON STOCK	10/31/2016	Â	<u>J(1)</u>	4.841	A	\$ 5.27	28,923.654	D	Â	
COMMON STOCK	11/30/2016	Â	<u>J(1)</u>	4.483	A	\$ 5.69	28,918.813	D	Â	
COMMON STOCK	12/15/2016	Â	<u>J(1)</u>	11.111	A	\$ 6.05	28,914.33	D	Â	
COMMON STOCK	12/30/2016	Â	<u>J(1)</u>	4.219	A	\$ 6.047	28,903.219	D	Â	
COMMON STOCK	12/15/2016	Â	<u>J(2)</u>	0.32	A	\$ 6.05	63.798 ⁽²⁾	I		Adult child who lives with Mr. Bone
COMMON STOCK	09/15/2016	Â	<u>J(2)</u>	0.258	A	\$ 4.98	63.478	I		Adult child who lives with Mr. Bone
COMMON STOCK	06/15/2016	Â	<u>J(2)</u>	0.22	A	\$ 5.84	63.22	I		Adult child

who lives
with Mr.
Bone

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.

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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) (D)	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONE JAMES M JR C/O FNCB 102 E. DRINKER ST. DUNMORE, PA 18512	Â	Â	Â EVP & CFO	Â

Signatures

/s/ Stephanie A. Westington, as attorney
in fact 02/14/2017

**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) Mr. Bone is a participant in FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan. These transactions are the result of his participation in the DRP in 2016.
- (2) This amount includes .798 shares acquired by Mr. Bone's adult daughter as a participant in FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan. These transactions are the result of her participation in the DRP in 2016.
- (3) This amount includes 90.2191 shares acquired by Mr. Bone individually pursuant to the DRP, 69.008 shares acquired jointly with spouse pursuant to the DRP, 42.750 shares acquired co-owned with Mr. Bone's father and siblings; 14,999 shares of time-based restricted

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common stock solely owned by Mr. Bone; 2,142.351 shares owned jointly with Mr. Bone's spouse; 4,657.649 shares co-owned with Mr. Bone's father and siblings; 7,100 shares owned solely by Mr. Bone.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.