

FNCB Bancorp, Inc.
Form 5
February 14, 2017

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Mahlstedt Brian C.

(Last) (First) (Middle)

C/O FNCB, 102 E. DRINKER ST.

(Street)

DUNMORE, PA 18512

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
FNCB Bancorp, Inc. [FNCB]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

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)

CHIEF LENDING OFFICER

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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
COMMON STOCK	12/15/2016	Â	J ⁽¹⁾	26.8531	A	\$ 5.929	20,091.361 (3)	D	Â
COMMON STOCK	12/15/2016	Â	J ⁽¹⁾	1.382	A	\$ 6.05	20,064.508	D	Â
COMMON STOCK	09/15/2016	Â	J ⁽¹⁾	21.6598	A	\$ 4.8804	20,063.126	D	Â
COMMON STOCK	09/15/2016	Â	J ⁽¹⁾	1.113	A	\$ 4.98	20,041.466	D	Â
COMMON STOCK	06/15/2016	Â	J ⁽¹⁾	18.4058	A	\$ 5.7232	20,040.353	D	Â

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COMMON STOCK	06/15/2016	Â	J ⁽¹⁾	0.947	A	\$ 5.84	20,021.947	D	Â
COMMONSTOCK	Â	Â	Â	Â	Â	Â	800 ⁽²⁾	I	By daughter

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mahlstedt Brian C. C/O FNCB 102 E. DRINKER ST. DUNMORE, PA 18512	Â	Â	Â CHIEF LENDING OFFICER	Â

Signatures

/s/ James M. Bone, Jr., 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. Mahlstedt 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) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3)

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This amount includes 70,361 shares acquired pursuant to the DRP; 13,133 shares of time-based restricted common stock solely owned by Mr. Mahlstedt; and 6,888 shares held solely by Mr. Mahlstedt.

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.