

FNCB Bancorp, Inc.
Form 5
February 14, 2017

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

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 *
Mahlstedt Brian C.

(Last) (First) (Middle)

C/O FNCB, 102 E. DRINKER ST.

(Street)

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)

DUNMORE, PA 18512

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

| 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| 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 |

Edgar Filing: FN CB Bancorp, Inc. - Form 5

| | | | | | | | | | |
|--------------|------------|---|------------------|-------|---|---------|--------------------|---|-------------|
| 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.

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 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 S B O E I S F I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title or Number of Shares | | |

Reporting Owners

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

Signatures

/s/ James M. Bone, Jr., as attorney in fact
Date: 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 FN CB 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)

Edgar Filing: FNCB Bancorp, Inc. - Form 5

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.