

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 \*  
Mahlstedt Brian C.  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CHIEF LENDING OFFICER

C/O FNCB, 102 E. DRINKER ST.  
  
(Street)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

DUNMORE, PA 18512  
  
(City) (State) (Zip)

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)
				(A) or (D) Price			
COMMON STOCK	12/15/2016	Â	J <sup>(1)</sup>	26.8531 A \$ 5.929	20,091.361 (3)	D	Â
COMMON STOCK	12/15/2016	Â	J <sup>(1)</sup>	1.382 A \$ 6.05	20,064.508	D	Â
COMMON STOCK	09/15/2016	Â	J <sup>(1)</sup>	21.6598 A \$ 4.8804	20,063.126	D	Â
COMMON STOCK	09/15/2016	Â	J <sup>(1)</sup>	1.113 A \$ 4.98	20,041.466	D	Â
COMMON STOCK	06/15/2016	Â	J <sup>(1)</sup>	18.4058 A \$ 5.7232	20,040.353	D	Â

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

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

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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 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 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  
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 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.

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