FNCB Bancorp, Inc. Form 5

February 15, 2017

FORM 5

OMB APPROVAL

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

3235-0362 Number: January 31, Expires: 2005

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no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

(Last)

1. Name and Address of Reporting Person * Bracey William G.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FNCB Bancorp, Inc. [FNCB]

(Check all applicable)

(Middle) 3. Statement for Issuer's Fiscal Year Ended

(Month/Day/Year)

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

12/31/2016

C/O FNCB, 102 E. DRINKER ST.

(First)

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DUNMORE, PAÂ 18512

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

(City)	(State) (Z	(Zip) 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) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON STOCK	12/15/2016	Â	J <u>(1)</u>	Amount 19.87	(D)	Price \$ 6.05	(Instr. 3 and 4) 3,946.517 (3)	(Instr. 4)	Â
COMMON STOCK	09/15/2016	Â	<u>J(1)</u>	16.027	A	\$ 4.98	3,926.647	D	Â
COMMON STOCK	06/15/2016	Â	<u>J(1)</u>	13.62	A	\$ 5.84	3,910.62	D	Â
COMMON STOCK	12/15/2016	Â	J <u>(1)</u>	515.326	A	\$ 6.05	102,360.206 (2)	I	By Bracey's Supermarket, Inc.
	09/15/2016	Â	J <u>(1)</u>	415.663	A		101,844.88	I	

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COMMON STOCK				\$ 4.98	8		By Bracey's Supermarket, Inc.
COMMON 06/15/2016 STOCK	Â	J <u>(1)</u>	353.217 A	\$ 5.84	4 101,429.217	I	By Bracey's Supermarket, Inc.
Reminder: Report on a separate line securities beneficially owned directly	Persons will contained in the form di	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)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

E:

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Oth				
Bracey William G. C/O FNCB 102 E. DRINKER ST. DUNMORE, PA 18512	ÂX	Â	Â	Â				

Signatures

/s/ James M. Bone, Jr., as attorney in fact 02/15/2017

**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. Bracey 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.

Reporting Owners 2

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- (2) This amount includes 1,284.206 shares acquired by Bracey's Supermarket through FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan in 2016.
- (3) This amount includes 49.517 shares acquired by Mr. Bracey individually through FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan in 2016.

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.