

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 *
Ryan Donald

(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
____X____ Officer (give title below) ____ Other (specify below)
SVP/HUMAN RESOURCES OFFICER

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ 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)
COMMON STOCK	12/15/2016	12/15/2016	J(1)	13.3425 A \$ 5.929	10,652.3389 (2)	D	10,652.3389
COMMON STOCK	12/15/2016	12/15/2016	J(1)	11.672 A \$ 6.05	10,638.9964	D	10,638.9964
COMMON STOCK	09/15/2016	09/15/2016	J(1)	10.7621 A \$ 4.8804	10,627.3244	D	10,627.3244
COMMON STOCK	09/15/2016	09/15/2016	J(1)	9.416 A \$ 4.98	10,616.5623	D	10,616.5623
	06/15/2016	06/15/2016	J(1)	9.1453 A	10,607.1463	D	10,607.1463

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COMMON STOCK \$ 5.7232

COMMON STOCK 06/15/2016 Â J(1) 8.001 A \$ 5.84 10,598.001 D Â

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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ryan Donald C/O FNCB 102 E. DRINKER ST. DUNMORE, PA 18512	Â Â Â SVP/HUMAN RESOURCES 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. Ryan 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 62,3389 shares acquired pursuant to the DRP; 5,766 shares of time-based restricted common stock solely owned by Mr. Ryan; and 4,824 shares held solely by Mr. Ryan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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