

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 \*  
**BONE JAMES M JR**  
  
(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**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP & CFO**

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

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

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)		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	12/15/2016	J(1)	35.1839	A	\$ 5.929	29,100.9771 (3)	D	100%
COMMON STOCK	12/15/2016	12/15/2016	J(1)	1.019	A	\$ 6.05	29,065.7932	D	100%
COMMON STOCK	12/15/2016	12/15/2016	J(1)	23.663	A	\$ 6.05	29,064.7742	D	100%
COMMON STOCK	09/15/2016	09/15/2016	J(1)	28.3793	A	\$ 4.8804	29,041.1112	D	100%
COMMON STOCK	09/15/2016	09/15/2016	J(1)	0.822	A	\$ 4.98	29,012.7319	D	100%

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COMMON STOCK										
COMMON STOCK	09/15/2016	Â	<u>J(1)</u>	19.087	A	\$ 4.98	29,011.9099	D	Â	
COMMON STOCK	06/15/2016	Â	<u>J(1)</u>	24.1159	A	\$ 5.7232	28,992.8229	D	Â	
COMMON STOCK	06/15/2016	Â	<u>J(1)</u>	0.699	A	\$ 5.84	28,968.707	D	Â	
COMMON STOCK	05/30/2016	Â	<u>J(1)</u>	9.014	A	\$ 5.66	28,968.008	D	Â	
COMMON STOCK	06/15/2016	Â	<u>J(1)</u>	7.519	A	\$ 5.84	28,958.994	D	Â	
COMMON STOCK	06/30/2016	Â	<u>J(1)</u>	4.396	A	\$ 5.803	28,951.475	D	Â	
COMMON STOCK	08/01/2016	Â	<u>J(1)</u>	4.605	A	\$ 5.54	28,947.079	D	Â	
COMMON STOCK	08/31/2016	Â	<u>J(1)</u>	4.813	A	\$ 5.3	28,942.474	D	Â	
COMMON STOCK	09/15/2016	Â	<u>J(1)</u>	8.905	A	\$ 4.98	28,937.661	D	Â	
COMMON STOCK	09/30/2016	Â	<u>J(1)</u>	5.102	A	\$ 5	28,928.756	D	Â	
COMMON STOCK	10/31/2016	Â	<u>J(1)</u>	4.841	A	\$ 5.27	28,923.654	D	Â	
COMMON STOCK	11/30/2016	Â	<u>J(1)</u>	4.483	A	\$ 5.69	28,918.813	D	Â	
COMMON STOCK	12/15/2016	Â	<u>J(1)</u>	11.111	A	\$ 6.05	28,914.33	D	Â	
COMMON STOCK	12/30/2016	Â	<u>J(1)</u>	4.219	A	\$ 6.047	28,903.219	D	Â	
COMMON STOCK	12/15/2016	Â	<u>J(2)</u>	0.32	A	\$ 6.05	63.798 <sup>(2)</sup>	I		Adult child who lives with Mr. Bone
COMMON STOCK	09/15/2016	Â	<u>J(2)</u>	0.258	A	\$ 4.98	63.478	I		Adult child who lives with Mr. Bone
COMMON STOCK	06/15/2016	Â	<u>J(2)</u>	0.22	A	\$ 5.84	63.22	I		Adult child

who lives  
with Mr.  
Bone

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

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(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 Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONE JAMES M JR C/O FNCB 102 E. DRINKER ST. DUNMORE, PA 18512	Â	Â	Â EVP & CFO	Â

## Signatures

/s/ Stephanie A. Westington, 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. Bone 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 .798 shares acquired by Mr. Bone's adult daughter as a participant in FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan. These transactions are the result of her participation in the DRP in 2016.
- (3) This amount includes 90.2191 shares acquired by Mr. Bone individually pursuant to the DRP, 69.008 shares acquired jointly with spouse pursuant to the DRP, 42.750 shares acquired co-owned with Mr. Bone's father and siblings; 14,999 shares of time-based restricted

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common stock solely owned by Mr. Bone; 2,142.351 shares owned jointly with Mr. Bone's spouse; 4,657.649 shares co-owned with Mr. Bone's father and siblings; 7,100 shares owned solely by Mr. Bone.

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.