

FNCB Bancorp, Inc.
Form 5
February 15, 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 *
DeNaples Louis A Jr

(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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | Amount (A) or (D) Price | | | |
| COMMON STOCK | 12/15/2016 | ^ | J ⁽¹⁾ | 373.426 A \$ 6.05 | 74,174.586 ⁽⁴⁾ | D | ^ |
| COMMON STOCK | 09/15/2016 | ^ | J ⁽¹⁾ | 301.205 A \$ 4.98 | 73,801.16 | D | ^ |
| COMMON STOCK | 06/15/2016 | ^ | J ⁽¹⁾ | 255.955 A \$ 5.84 | 73,499.955 | D | ^ |
| COMMON STOCK | 12/15/2016 | ^ | J ⁽¹⁾ | 6.5 A \$ 6.05 | 1,291.199 ⁽³⁾ | I | By self as UTMA custodian |

| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|---------|--------------------------|---|--|
| COMMON STOCK | 09/15/2016 | Â | J ⁽¹⁾ | 5.243 | A | \$ 4.98 | 1,284.699 | I | for a minor nephew By self as UTMA custodian for a minor nephew |
| COMMON STOCK | 06/15/2016 | Â | J ⁽¹⁾ | 4.456 | A | \$ 5.84 | 1,279.456 | I | By self as UTMA custodian for a minor nephew |
| COMMON STOCK | 12/15/2016 | Â | J ⁽¹⁾ | 138.606 | A | \$ 6.05 | 27,531.84 ⁽²⁾ | I | By self as UTMA custodian for a child |
| COMMON STOCK | 09/15/2016 | Â | J ⁽¹⁾ | 111.798 | A | \$ 4.98 | 27,393.234 | I | By self as UTMA for a child |
| COMMON STOCK | 06/15/2016 | Â | J ⁽¹⁾ | 64.436 | A | \$ 5.84 | 27,281.436 | I | By self as UTMA custodian for a child |

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 Se B O E I F (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 |
| DeNaples Louis A Jr C/O FNCB 102 E. DRINKER ST DUNMORE, PA 18512 | X | ^ | ^ | ^ |

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) Dr. DeNaples 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 314,840 shares acquired by Dr. DeNaples as custodian for his five (5) children through FNCB Bancorp's Dividend Reinvestment and Stock Purchase Plan.
 - (3) This amount includes 16,199 shares acquired by Dr. DeNaples as custodian for a minor nephew through FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan in 2016.
 - (4) This amount includes 930,586 shares acquired individually by Dr. DeNaples 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.