

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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
Champi Gerard A			FNCB Bancorp, Inc. [FNCB]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O FNCB, 102 E. DRINKER ST.			12/31/2016		PRESIDENT & CEO	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (check applicable line)	
DUNMORE, PA 18512					<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(City)	(State)	(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)	Amount (A) or (D)	Price	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		J <sup>(1)</sup>		42.6581	A \$ 5.929	33,218.68 <sup>(3)</sup>	D	
COMMON STOCK	12/15/2016		J <sup>(1)</sup>		9.66	A \$ 6.05	33,176.0219	D	
COMMON STOCK	12/15/2016		J <sup>(1)</sup>		14.567	A \$ 6.05	33,166.3619	D	
COMMON STOCK	09/15/2016		J <sup>(1)</sup>		34.408	A \$ 4.8804	33,151.7949	D	
	09/15/2016		J <sup>(1)</sup>		7.793	A \$ 4.98	33,117.3869	D	

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COMMON STOCK										
COMMO STOCK	09/15/2016	Â	J <sup>(1)</sup>	11.749	A	\$ 4.98	33,109.5939	D	Â	
COMMON STOCK	06/15/2016	Â	J <sup>(1)</sup>	29.2389	A	\$ 5.7232	33,097.8449	D	Â	
COMMON STOCK	06/15/2016	Â	J <sup>(1)</sup>	6.622	A	\$ 5.84	33,068.606	D	Â	
COMMON STOCK	06/15/2016	Â	J <sup>(1)</sup>	9.984	A	\$ 5.84	33,061.984	D	Â	
COMMON STOCK	12/15/2016	Â	J <sup>(1)</sup>	8.845	A	\$ 6.05	1,757.585	I <sup>(2)</sup>		By self as custodian for children
COMMON STOCK	09/15/2016	Â	J <sup>(1)</sup>	7.14	A	\$ 4.98	1,748.74	I		By self as custodian for children
COMMON STOCK	06/15/2016	Â	J <sup>(1)</sup>	6.065	A	\$ 5.84	1,741.6	I		By self as custodian for children

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 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
Champi Gerard A C/O FNCB 102 E. DRINKER ST. DUNMORE, PA 18512	Â	Â	Â PRESIDENT & CEO	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. Champi is a participant in FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan ("DRP"). These transactions are the result of his participation in the DRP in 2016.
- (2) This amount includes 22.05 DRP shares acquired by Mr. Champi as custodian for five (5) children.  
This amount includes 130.380 shares acquired individually and 36.300 DRP shares acquired jointly with spouse pursuant to the DRP;
- (3) 19,933 shares of time-based restricted common stock solely owned by Mr. Champi; and 10,261.910 shares held solely by Mr. Champi; and 2,857.122 shares held jointly with Mr. Champi's spouse.

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.