

DeNaples Louis A Jr
 Form 4
 January 03, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DeNaples Louis A Jr

(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. Date of Earliest Transaction
 (Month/Day/Year)
 12/29/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|-------------------|---|----------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| COMMON STOCK | 12/29/2017 | | J ⁽¹⁾ | | 407.341 | A | \$ 7.3747 | 75,507.754 (2) | D | |
| COMMON STOCK | 12/29/2017 | | J ⁽¹⁾ | | 7.09 | A | \$ 7.3747 | 1,314.402 (3) | I | By self as UTMA custodian for a minor nephew |
| COMMON STOCK | 12/29/2017 | | J ⁽¹⁾ | | 148.636 | A | \$ 7.3747 | 28,023.698 (4) | I | By self as UTMA custodian for |

children

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

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
01/03/2018

__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 ("DRP"). These transactions are the result of his participation in the DRP during December 2017.
- (2) This amount includes 407.341 shares acquired individually by Dr. DeNaples through the DRP.
- (3) This amount includes 7.090 shares acquired by Dr. DeNaples as custodian for a minor nephew through the DRP.

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(4) This amount includes 148.636 shares acquired by Dr. DeNaples as custodian for his five (5) children through the DRP.

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

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