Cummings Mary Griffin Form 4 September 21, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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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(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person ** Cummings Mary Griffin			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			FNCB Bancorp, Inc. [FNCB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O FNCB, 102 E DRINKER ST			(Month/Day/Year) 09/19/2018	Director 10% Owner _X Officer (give title Other (specify below) below) EVP/GENERAL COUNSEL			
(Street) DUNMORE, PA 18512			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Toble I Non Derivative Securities Ac	quired Disposed of or Ropeficially Owner			

(City)	(State) (Z	Table	I - Non-De	erivative Se	ecuriti	ies Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Ac	quired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or Dispose	ed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
COMMON	09/19/2018		J (1)	39.765	A	\$	16,545.776	D	
STOCK	07/17/2010		<u>, </u>	37.103	11	10.535	<u>(2)</u> <u>(3)</u>	D	

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)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	ise	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount Underlyi Securitie (Instr. 3	erlying	Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cummings Mary Griffin C/O FNCB 102 E DRINKER ST DUNMORE, PA 18512

EVP/GENERAL COUNSEL

Signatures

/s/ James M. Bone, Jr. as attorney in fact 09/21/2018

**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) Ms. Cummings is a participant in the FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan ("DRP"). These transactions are the result of her participation in the DRP for September 2018.
- (2) Ms. Cummings owns 6,033 shares of time-based restricted common stock; and 10,512.7760 shares held solely by Ms. Cummings.
- (3) Total shares have been adjusted due to the conversion of the FNCB Bancorp, Inc.'s transfer agent and LTIP administrator. Fractional shares held in Ms. Cummings' LTIP were rounded down to the nearest whole share when transferred to the new transfer agent.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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