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 *
Cummings Mary Griffin

(Last) (First) (Middle)

C/O FNCB,Â 102 E DRINKER ST

(Street)

DUNMORE,Â PAÂ 18512

(City) (State) (Zip)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP/GENERAL COUNSEL

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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	Â	J(1)	17.2529	A	$ 5.929	10,795.5347 (2)	D	Â
COMMON STOCK	12/15/2016	Â	J(1)	1.019	A	$ 6.05	10,778.2818	D	Â
COMMON STOCK	09/15/2016	Â	J(1)	13.9162	A	$ 4.8804	10,777.2628	D	Â
COMMON STOCK	09/15/2016	Â	J(1)	0.822	A	$ 4.98	10,763.3466	D	Â
	06/15/2016	Â	J(1)	11.8256	A		10,762.5246	D	Â

COMMON STOCK						$ 5.7232			
COMMON STOCK	06/15/2016	Â	J[(1)]	0.699	A	$ 5.84	10,750.699	D	Â

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 Be O Ei 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
Cummings Mary Griffin C/O FNCB 102 E DRINKER ST DUNMORE,Â PAÂ 18512	Â	Â	Â SVP/GENERAL COUNSEL	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) Ms. Cummings is 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.

(2) This amount includes 45.5347 shares acquired pursuant to the DRP; 7,167 shares of time-based restricted common stock solely owned by Ms. Cummings; 3,583 shares held solely by Ms. Cummings.

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

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Explanation of Responses: