

Champi Gerard A
 Form 4
 September 21, 2018

FORM 4

**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).

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 *
 Champi Gerard A

2. Issuer Name and Ticker or Trading Symbol
 FNCB Bancorp, Inc. [FNCB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O FNCB, 102 E. DRINKER ST.

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/19/2018

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

PRESIDENT & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

DUNMORE, PA 18512

(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)	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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK	09/19/2018		J ⁽¹⁾	125.374 A \$ 10.535	59,122.751 <u>(2)</u> <u>(3)</u>	D	
COMMON STOCK					362.381	I	Adult child who lives with Mr. Champi

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

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displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (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			PRESIDENT & CEO	

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) 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 for September 2018.
- (2) This amount includes 125,374 shares acquired jointly with Mr. Champi's spouse. Therefore Mr. Champi owns 25,977 shares of time-based restricted common stock and 33,145.7510 shares held jointly with his spouse.
- (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 Mr. Champi's LTIP were rounded up 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.