DeNaples Joseph L Form 4 June 26, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DeNaples Joseph L

2. Issuer Name and Ticker or Trading

Symbol

FNCB Bancorp, Inc. [FNCB]

Issuer

below)

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction

J(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year) 06/22/2018

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

C/O FNCB BANK, 102 E. DRINKER ST.

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DUNMORE, PA 18512

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Ownership of Indirect Beneficially Form: Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4)

(A) or (Instr. 3 and 4) Code V (D) Amount Price \$

Α

272,347.127 D

COMMON STOCK

06/22/2018

1,211.535

8.9518 (2)

> SEC 1474 (9-02)

7. Nature

Beneficial

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. orNumber of Derivative | 6. Date Exerc Expiration D (Month/Day/ | ate | 7. Titl Amou Under Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---|--------------------------------------|--|--------------------------------|---------------------------|--|--------------------|-----------------------------------|--------------------|--|---------------------------------|
| , | Derivative | | · · · · · · · · · · · · · · · · · · · | | Securities | 3 | | (Instr. | . 3 and 4) | , | Own |
| | Security | | | | Acquired (A) or | | | | | | Follo Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) (Instr. 3, | | | | | | (Instr |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | | |
| DeNaples Joseph L C/O FNCB BANK 102 E. DRINKER ST. DUNMORE, PA 18512 | X | | | | | | | |

Signatures

/s/ James M. Bone, Jr. as Attorney in Fact 06/26/2018 Date

**Signature of Reporting Person

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).
- Mr. 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 June 2018.
- This amount includes 1,159.2820 shares acquired pursuant to the DRP individually by Atty. DeNaples; and 52.253 shares acquired (2) pursuant to the DRP jointly with a sibling. Therefore, Atty. DeNaples owns 260,600.770 shares individually; and 11,746.357 shares owned jointly with a sibling.

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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