

PEOPLES BANCORP OF NORTH CAROLINA INC
 Form 5
 February 12, 2015

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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 *
ZACHARY BENJAMIN I

2. Issuer Name and Ticker or Trading Symbol
PEOPLES BANCORP OF NORTH CAROLINA INC [PEBK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

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

518 WEST C STREET
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NEWTON, NC 28658

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|--|--|---|
| Common Stock | 01/31/2014 | Â | L | 243 | A | \$ 15.3999 | 28,179.0676 | D | Â |
| Common Stock | 02/20/2014 | Â | A ⁽¹⁾ | 650 | A | \$ 15.7 | 28,179.0676 | D | Â |
| Common Stock | 02/25/2014 | Â | L | 159.5955 | A | \$ 15.66 | 28,179.0676 | D | Â |
| Common Stock | 02/27/2014 | Â | L | 94 | A | \$ 15.7199 | 28,179.0676 | D | Â |
| | 03/19/2014 | Â | L | 40.1879 | A | \$ 15.77 | 28,179.0676 | D | Â |

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| | | | | | | | | | | |
|--------------|------------|---|---|----------|---|------------|-------------|---|---|--|
| Common Stock | | | | | | | | | | |
| Common Stock | 04/28/2014 | Â | L | 134 | A | \$ 17.4999 | 28,179.0676 | D | Â | |
| Common Stock | 05/01/2014 | Â | L | 86 | A | \$ 17.4799 | 28,179.0676 | D | Â | |
| Common Stock | 05/23/2014 | Â | L | 143.0603 | A | \$ 17.47 | 28,179.0676 | D | Â | |
| Common Stock | 06/04/2014 | Â | L | 183 | A | \$ 17 | 28,179.0676 | D | Â | |
| Common Stock | 06/18/2014 | Â | L | 37.9608 | A | \$ 16.89 | 28,179.0676 | D | Â | |
| Common Stock | 07/25/2014 | Â | L | 141 | A | \$ 16.98 | 28,179.0676 | D | Â | |
| Common Stock | 08/05/2014 | Â | L | 88 | A | \$ 16.499 | 28,179.0676 | D | Â | |
| Common Stock | 08/25/2014 | Â | L | 149.7454 | A | \$ 16.69 | 28,179.0676 | D | Â | |
| Common Stock | 08/28/2014 | Â | L | 126 | A | \$ 16.8999 | 28,179.0676 | D | Â | |
| Common Stock | 09/18/2014 | Â | L | 38.2158 | A | \$ 16.97 | 28,179.0676 | D | Â | |
| Common Stock | 10/24/2014 | Â | L | 141 | A | \$ 17.2 | 28,179.0676 | D | Â | |
| Common Stock | 10/31/2014 | Â | L | 82 | A | \$ 17.4999 | 28,179.0676 | D | Â | |
| Common Stock | 11/26/2014 | Â | L | 169 | A | \$ 18.1999 | 28,179.0676 | D | Â | |
| Common Stock | 12/18/2014 | Â | L | 53.6461 | A | \$ 18.18 | 28,179.0676 | D | Â | |
| Common Stock | Â | Â | Â | Â | Â | Â | 64,038 | I | | By Alexander Railroad Company |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. of |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|

| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Amount or Number of Shares |
|---------------------|--|----------------------|-----------------|---|----------------------------|--|---------------------|----------------------------|
| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZACHARY BENJAMIN I 518 WEST C STREET NEWTON, NC 28658 | X | A | A | A |

Signatures

Benjamin I. Zachary 02/12/2015

**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) Restricted stock units granted 2-20-14. Based on \$15.70 per share.

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