

PEOPLES BANCORP OF NORTH CAROLINA INC
 Form 5
 February 11, 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 **TERRY WILLIAM GREGORY**
 (Last) (First) (Middle)

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

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
 (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

518 WEST C STREET
 (Street)
 NEWTON, NC 28658
 (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) (A) Amount 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	125	A	\$ 15.39	16,336.7212	D	Â
Common Stock	02/20/2014	Â	A ⁽¹⁾	650	A	\$ 15.7	16,336.7212	D	Â
Common Stock	02/27/2014	Â	L	38	A	\$ 15.7199	16,336.7212	D	Â
Common Stock	03/19/2014	Â	L	5.6697	A	\$ 15.77	16,336.7212	D	Â
	04/28/2014	Â	L	59	A		16,336.7212	D	Â

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Common Stock						\$ 17.4999				
Common Stock	05/01/2014	Â	L	34	A	\$ 17.4799	16,336.7212	D	Â	
Common Stock	06/04/2014	Â	L	51	A	\$ 17	16,336.7212	D	Â	
Common Stock	06/18/2014	Â	L	5.3079	A	\$ 16.89	16,336.7212	D	Â	
Common Stock	07/25/2014	Â	L	62	A	\$ 16.98	16,336.7212	D	Â	
Common Stock	08/05/2014	Â	L	36	A	\$ 16.499	16,336.7212	D	Â	
Common Stock	08/28/2014	Â	L	39	A	\$ 16.899	16,336.7212	D	Â	
Common Stock	09/18/2014	Â	L	5.2941	A	\$ 16.97	16,336.7212	D	Â	
Common Stock	10/24/2014	Â	L	63	A	\$ 17.2	16,336.7212	D	Â	
Common Stock	10/31/2014	Â	L	33	A	\$ 17.4999	16,336.7212	D	Â	
Common Stock	11/26/2014	Â	L	47	A	\$ 18.1999	16,336.7212	D	Â	
Common Stock	11/28/2014	Â	A ⁽²⁾	27	A	\$ 0	16,336.7212	D	Â	
Common Stock	12/18/2014	Â	L	7.5209	A	\$ 18.18	16,336.7212	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	1,500	I		By Self as Custodian of Daughter
Common Stock	Â	Â	Â	Â	Â	Â	1,500	I		By Self as Custodian of Son

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 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. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. of D Se
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TERRY WILLIAM GREGORY 518 WEST C STREET NEWTON, NC 28658	X	^	^	^

Signatures

W. Greg Terry 02/11/2015

**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.
- (2) shares awarded for 10 year service award

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.