

PEOPLES BANCORP OF NORTH CAROLINA INC
 Form 5
 February 10, 2014

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 *
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)
 12/31/2013

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)	Amount or 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	02/13/2013	Â	L	169.927	A \$ 10.5858	22,409.0935	D	Â
Common Stock	03/15/2013	Â	L	144.536	A \$ 11.6506	22,553.6295	D	Â
Common Stock	03/15/2013	Â	L	39.1777	A \$ 11.6	22,592.8072	D	Â
Common Stock	03/20/2013	Â	L	212.3022	A \$ 11.77	22,805.1094	D	Â
	05/03/2013	Â	L	526.4	A	23,331.5094	D	Â

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Common Stock						\$						
						11.8445						
Common Stock	05/23/2013	Â	A ⁽¹⁾	810	A	\$ 12	24,141.5094	D	Â			
Common Stock	06/19/2013	Â	L	35.1189	A	\$ 13.15	24,176.6283	D	Â			
Common Stock	06/20/2013	Â	L	16	A	\$ 13.2805	24,192.6283	D	Â			
Common Stock	07/31/2013	Â	L	236	A	\$ 13.9499	24,428.6283	D	Â			
Common Stock	08/01/2013	Â	L	108	A	\$ 13.7699	24,536.6283	D	Â			
Common Stock	08/29/2013	Â	L	150	A	\$ 13.31	24,686.6283	D	Â			
Common Stock	09/19/2013	Â	L	36.3332	A	\$ 12.74	24,722.9615	D	Â			
Common Stock	10/25/2013	Â	L	108	A	\$ 12.9941	24,830.9615	D	Â			
Common Stock	11/04/2013	Â	L	203	A	\$ 13.0977	25,033.9615	D	Â			
Common Stock	11/25/2013	Â	L	187.1536	A	\$ 13.35	25,221.1151	D	Â			
Common Stock	12/03/2013	Â	L	165	A	\$ 14.9999	25,386.1151	D	Â			
Common Stock	12/16/2013	Â	L	33.5407	A	\$ 14	25,419.6558	D	Â			
Common Stock	Â	Â	Â	Â	Â	Â	64,038	I			Alexander Railroad Company	

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)	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 B O E Is Fi
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(Instr. 3,
4, and 5)

(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
ZACHARY BENJAMIN I 518 WEST C STREET NEWTON, NC 28658	X			

Signatures

Benjamin I.
Zachary

02/10/2014

 **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 5-23-13. Based on \$12.00 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.