

PEOPLES BANCORP OF NORTH CAROLINA INC  
 Form 5  
 February 11, 2016

# 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**  
 (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)  
 12/31/2015

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) (Instr. 3, 4 and 5)	Amount	(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	01/29/2015	Â	L <sup>(1)</sup>	131	A	\$ 18.9699	28,310.0676	D	Â
Common Stock	02/02/2015	Â	L <sup>(2)(1)</sup>	119	A	\$ 18.9699	28,429.0676	D	Â
Common Stock	02/19/2015	Â	A <sup>(2)</sup>	375	A	\$ 18	28,804.0676	D	Â
Common Stock	02/25/2015	Â	P	133.294	A	\$ 18.75	28,937.3616	D	Â
	02/27/2015	Â	L <sup>(1)</sup>	94	A		29,031.3616	D	Â

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Common Stock						\$ 18.6999			
Common Stock	03/19/2015	Â	L	52.0303	A	\$ 18.96	29,083.3919	D	Â
Common Stock	04/24/2015	Â	L <sup>(1)</sup>	162	A	\$ 18.67	29,245.3919	D	Â
Common Stock	05/05/2015	Â	L <sup>(1)</sup>	93	A	\$ 18.6393	29,338.3919	D	Â
Common Stock	06/02/2015	Â	L <sup>(1)</sup>	164	A	\$ 18.4899	29,502.3919	D	Â
Common Stock	06/18/2015	Â	L	53.1771	A	\$ 18.61	29,555.569	D	Â
Common Stock	07/30/2015	Â	L <sup>(1)</sup>	303	A	\$ 18.4199	29,858.569	D	Â
Common Stock	08/27/2015	Â	L <sup>(1)</sup>	133	A	\$ 18.98	29,991.569	D	Â
Common Stock	09/18/2015	Â	L	70.0179	A	\$ 18.91	30,061.5869	D	Â
Common Stock	10/22/2015	Â	L <sup>(1)</sup>	180	A	\$ 18.5699	30,241.5869	D	Â
Common Stock	10/30/2015	Â	L <sup>(1)</sup>	90	A	\$ 19.4499	30,331.5869	D	Â
Common Stock	11/20/2015	Â	L <sup>(3)</sup>	106	A	\$ 18.75	30,437.5869	D	Â
Common Stock	12/03/2015	Â	L <sup>(1)</sup>	182	A	\$ 19.4174	30,619.5869	D	Â
Common Stock	12/18/2015	Â	L	68.8381	A	\$ 19.43	30,688.425	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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	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 S B
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Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

(A) (D) Date Expiration Title Amount  
Exercisable Date 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	^	^	^

## Signatures

Benjamin I.  
Zachary

02/11/2016

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) Shares acquired through Deferral Plan
- (2) Restricted stock units granted 2-19-15. Based on \$18.00 per share.
- (3) Shares received for Service Award. No cost to employee, Share price based on \$18.75 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.