

PEOPLES BANCORP OF NORTH CAROLINA INC  
 Form 5  
 February 12, 2016

**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]**

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2015

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

518 WEST C STREET  
 (Street)

NEWTON, NC 28658  
 (City) (State) (Zip)

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

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

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

**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)		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)
				(A) Amount	(D) Price			
Common Stock	01/29/2015	Â	L <sup>(1)</sup>	83	A \$ 18.9699	16,419.7212	D	Â
Common Stock	02/02/2015	Â	L <sup>(1)</sup>	48	A \$ 18.9699	16,467.7212	D	Â
Common Stock	02/19/2015	Â	A <sup>(2)</sup>	375	A \$ 0 <sup>(2)</sup>	16,842.7212	D	Â
Common Stock	02/27/2015	Â	L <sup>(1)</sup>	48	A \$ 18.6999	16,890.7212	D	Â
	03/19/2015	Â	L	7.2353	A \$ 18.96	16,897.9565	D	Â

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Common Stock										
Common Stock	04/24/2015	Â	L <sup>(1)</sup>	79	A	\$ 18.67	16,976.9565	D	Â	
Common Stock	05/05/2015	Â	L <sup>(1)</sup>	37	A	\$ 18.6393	17,013.9565	D	Â	
Common Stock	06/02/2015	Â	L <sup>(1)</sup>	55	A	\$ 18.4899	17,068.9565	D	Â	
Common Stock	06/18/2015	Â	L	7.3945	A	\$ 18.61	17,076.351	D	Â	
Common Stock	07/30/2015	Â	L <sup>(1)</sup>	135	A	\$ 18.4199	17,211.351	D	Â	
Common Stock	08/27/2015	Â	L <sup>(1)</sup>	43	A	\$ 18.98	17,254.351	D	Â	
Common Stock	09/18/2015	Â	L	9.7367	A	\$ 18.91	17,264.0877	D	Â	
Common Stock	10/22/2015	Â	L <sup>(1)</sup>	94	A	\$ 18.5699	17,358.0877	D	Â	
Common Stock	10/30/2015	Â	L <sup>(1)</sup>	46	A	\$ 19.4499	17,404.0877	D	Â	
Common Stock	12/03/2015	Â	L <sup>(1)</sup>	53	A	\$ 19.4174	17,457.0877	D	Â	
Common Stock	12/18/2015	Â	L	9.5121	A	\$ 19.43	17,466.5998	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	1,500	I	Â	By Self as Custodian of Daughter
Common Stock	Â	Â	Â	Â	Â	Â	1,500	I	Â	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 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	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 Derivative Security (Instr. 5)
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Disposed  
of (D)  
(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
TERRY WILLIAM GREGORY 518 WEST C STREET NEWTON, NC 28658	X			

## Signatures

W. Greg Terry                      02/12/2016  
 \*\*Signature of                      Date  
 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).
- (1) Shares acquired through Deferral Plan
  - (2) Restricted Stock Units awarded 2-19-15, based on \$18.00 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.