#### Edgar Filing: PEOPLES BANCORP OF NORTH CAROLINA INC - Form 5

#### PEOPLES BANCORP OF NORTH CAROLINA INC

Form 5

February 14, 2017

# FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION his box if Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

CAROLINA INC [PEBK]

PEOPLES BANCORP OF NORTH

Expires: 2005
Estimated average burden hours per response... 1.0

Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3235-0362

January 31,

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Symbol

Form 4
Transactions

Transactions Reported

1. Name and Address of Reporting Person \*

ZACHARY BENJAMIN I

(Last)	(First)	(Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016				ledX_ below	_ Director Officer (give title)	10% Ow Other (sp below)		
518 WEST	(Street)	4. If A	4. If Amendment, Date Original 6				5. Individual or Joint/Group Reporting			
Filed(Month/Day/Year)					(check applicable line)					
NEWTON, NC 28658  _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person Person										
(City)	(State)	(Zip) Ta	able I - Non-D	erivative Se	curitie	s Acquired,	Disposed of, or I	Beneficially C	wned	
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)	Disposed o	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (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	01/29/2016	Â	L(8)	157	A	\$ 19.2192	28,200.425	D	Â	
Common Stock	02/16/2016	Â	L(8)	126	A	\$ 18.7862	28,326.425	D	Â	
Common Stock	02/24/2016	Â	L(8)	104	A	\$ 18.7869	28,430.425	D	Â	
Common Stock	03/18/2016	Â	L(9)	71.4537	A	\$ 18.8	28,501.8787	D	Â	
	05/02/2016	Â	L(1)	329	A		28,830.8787	D	Â	

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Common Stock						\$ 19.3496			
Common Stock	06/15/2016	Â	L(8)	197	A	\$ 19.445	29,027.8787	D	Â
Common Stock	06/20/2016	Â	L(9)	86.3888	A	\$ 19.52	29,114.2675	D	Â
Common Stock	07/28/2016	Â	L(8)	266	A	\$ 20.6	29,380.2675	D	Â
Common Stock	09/01/2016	Â	L(8)	130	A	\$ 22.1399	29,510.2675	D	Â
Common Stock	09/20/2016	Â	L(9)	80.7477	A	\$ 20.99	29,591.0152	D	Â
Common Stock	10/28/2016	Â	L(8)	269	A	\$ 20.9899	29,860.0152	D	Â
Common Stock	11/30/2016	Â	L(8)	168	A	\$ 22.8999	30,028.0152	D	Â
Common Stock	12/20/2016	Â	L(9)	72.9384	A	\$ 23.35	30,100.9536	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.  Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.						unless	SEC 2270 (9-02)		

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$ 

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	Â	03/22/2012(3)	Â	A	810	Â	03/22/2017	(7)	Common Stock	810
	Â	05/23/2013(4)	Â	A	810	Â	05/23/2017	(7)		810

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Restricted Stock Units (1)							Common Stock	
Restricted Stock Units (1)	Â	02/20/2014(5)	Â	A	650 Â	02/20/2017 Â (7)	Common Stock	650
Restricted Stock Units (1)	Â	02/19/2015 <u>(6)</u>	Â	A	375 Â	02/19/2019 Â (7)	Common Stock	375

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Transfer de la companya de la compan	Director	10% Owner	Officer	Other				
ZACHARY BENJAMIN I 518 WEST C STREET NEWTON, NC 28658	ÂΧ	Â	Â	Â				

# **Signatures**

Benjamin I.

Zachary

\*\*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).
- The Restricted Stock Units ("RSUs") reported herein were previously reported in Table I on Form 4 or Form 5 filed with the SEC on the applicable grant date or at year end. The purpose of this filing is to remove the RSUs from Table I and report them instead in Table II. The revised number of Non-Derivative Securities owned is disclosed in Table I.
- (2) Each RSU represents the contingent right to receive either one share of Common Stock or a cash payment equal to the fair market value of one share of Common Stock, in each case upon vesting of the RSU and in accordance with the terms of the RSU Award Agreement.
- (3) RSUs granted on 3/22/2012 vest 100% on 3/22/2017. Upon vesting, the reporting person will receive 100% of the RSUs in the form of Common Stock.
- (4) RSUs granted on 5/23/2013 vest 100% on 5/23/2017. Upon vesting, the reporting person will receive 100% of the RSUs in the form of Common Stock.
- (5) RSUs granted on 2/20/2014 vest 100% on 2/20/2017. Upon vesting, the reporting person will receive 100% of the RSUs in the form of Common Stock.
- (6) RSUs granted on 2/19/2015 vest 100% on 2/19/2019. Upon vesting, the reporting person will receive 100% of the RSUs in the form of Common Stock.
- (7) No Expiration Date
- (8) Shares acquired through Directors and Officers Deferral Plan.
- (9) Dividend Reinvestment Plan

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.

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