

PEOPLES BANCORP OF NORTH CAROLINA INC  
 Form 5  
 February 14, 2017

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL  
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 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)  
 12/31/2016

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)	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) or (D)	Price		
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 <sup>(8)</sup>	197	A	\$ 19.445	29,027.8787	D	Â	
Common Stock	06/20/2016	Â	L <sup>(9)</sup>	86.3888	A	\$ 19.52	29,114.2675	D	Â	
Common Stock	07/28/2016	Â	L <sup>(8)</sup>	266	A	\$ 20.6	29,380.2675	D	Â	
Common Stock	09/01/2016	Â	L <sup>(8)</sup>	130	A	\$ 22.1399	29,510.2675	D	Â	
Common Stock	09/20/2016	Â	L <sup>(9)</sup>	80.7477	A	\$ 20.99	29,591.0152	D	Â	
Common Stock	10/28/2016	Â	L <sup>(8)</sup>	269	A	\$ 20.9899	29,860.0152	D	Â	
Common Stock	11/30/2016	Â	L <sup>(8)</sup>	168	A	\$ 22.8999	30,028.0152	D	Â	
Common Stock	12/20/2016	Â	L <sup>(9)</sup>	72.9384	A	\$ 23.35	30,100.9536	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	64,038	I	Â	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 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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(1)</sup>	Â	03/22/2012 <sup>(3)</sup>	Â	A	810 Â	03/22/2017	Â <sup>(7)</sup>	Common Stock	810
	Â	05/23/2013 <sup>(4)</sup>	Â	A	810 Â	05/23/2017	Â <sup>(7)</sup>		810

