

PEOPLES BANCORP OF NORTH CAROLINA INC
 Form 5
 February 13, 2013

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

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

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)
 12/31/2012

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)
				Amount	(A) or (D) Price			
Common Stock	02/15/2012	Â	L	233.8	A \$ 6.9175	12,320.1414	D	Â
Common Stock	02/17/2012	Â	L	13.869	A \$ 7.8196	12,334.0104	D	Â
Common Stock	03/02/2012	Â	L	122.715	A \$ 8.0333	12,456.7254	D	Â
Common Stock	03/19/2012	Â	L	5.411	A \$ 8.0688	12,462.1364	D	Â
	05/11/2012	Â	L	198.03	A \$ 8.1633	12,660.1664	D	Â

Common Stock										
Common Stock	06/15/2012	Â	L	5.4469	A	\$ 8.0358	12,665.6133	D	Â	
Common Stock	09/04/2012	Â	L	572.67	A	\$ 9.4989	13,238.2833	D	Â	
Common Stock	09/17/2012	Â	L	4.4854	A	\$ 9.7806	13,242.7687	D	Â	
Common Stock	11/05/2012	Â	L	172.584	A	\$ 10.1658	13,415.3527	D	Â	
Common Stock	12/04/2012	Â	L	53.856	A	\$ 10.0288	13,469.2087	D	Â	
Common Stock	12/14/2012	Â	L	16.5254	A	\$ 9.31	13,485.7341	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	1,500	I	Â	Custodian of Daughter
Common Stock	Â	Â	Â	Â	Â	Â	1,500	I	Â	Custodian of Son

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.

SEC 2270 (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. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

TERRY WILLIAM GREGORY
518 WEST C STREET X X X X
NEWTON, NC 28658

Signatures

W. Greg Terry 02/13/2013

**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).

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.