

FIRST BANCORP /NC/
Form 5
February 14, 2008

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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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 *
NIXON TERESA C

2. Issuer Name and Ticker or Trading Symbol
FIRST BANCORP /NC/ [FBNC]

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)
12/31/2007

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

EXECUTIVE VP

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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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)	(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	01/25/2007	Â	L	2.587	A	\$ 23.193	20,047.2784	D	Â
Common Stock	02/26/2007	Â	L	2.5431	A	\$ 23.593	20,049.8215	D	Â
Common Stock	03/26/2007	Â	L	2.6759	A	\$ 22.422	20,052.4974	D	Â
Common Stock	04/25/2007	Â	L	2.828	A	\$ 21.218	20,055.3254	D	Â
	05/25/2007	Â	L	3.1149	A		20,058.4403	D	Â

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Common Stock						\$ 19.262			
Common Stock	06/25/2007	Â	L	3.0702	A	\$ 19.543	20,061.5105	D	Â
Common Stock	07/25/2007	Â	L	3.4001	A	\$ 17.65	19,249.9106	D	Â
Common Stock	08/27/2007	Â	L	3.0423	A	\$ 19.722	20,067.9529	D	Â
Common Stock	09/25/2007	Â	L	2.8474	A	\$ 21.072	20,070.8003	D	Â
Common Stock	10/25/2007	Â	L	3.2332	A	\$ 18.56	18,573.0335	D	Â
Common Stock	11/26/2007	Â	L	3.1608	A	\$ 18.983	18,576.1943	D	Â
Common Stock	12/24/2007	Â	L	2.8732	A	\$ 20.883	18,579.0675	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	14,927.9687	I	401K PLAN
Common Stock	Â	Â	Â	Â	Â	Â	3,739	I	CAROLINA GIRLS FF
Common Stock	Â	Â	Â	Â	Â	Â	37	I	Custodian under UTMA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Stock Options	\$ 11.5553	Â	Â	Â	Â (A) Â (D)	Date Exercisable: 04/30/1999 Expiration Date: 04/30/2009	Common Stock	7,500

(Right to buy)

Stock Options (Right to buy)	\$ 15.3267	^	^	^	^	^	07/25/2002	07/25/2011	Common Stock	6,000
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Stock Options (Right to buy)	\$ 21.7	^	^	^	^	^	04/01/2004	04/01/2014	Common Stock	9,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIXON TERESA C				
	^	^	^ EXECUTIVE VP	^

Signatures

Timothy S. Maples, Attorney-in-Fact	02/14/2008
**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).

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