

PEOPLES BANCORP OF NORTH CAROLINA INC
 Form 4/A
 July 03, 2007

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

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)
 518 WEST C STREET
 (Street)
 NEWTON, NC 28658
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 06/19/2007
 4. If Amendment, Date Original Filed(Month/Day/Year)
 06/15/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/16/2007		J ⁽¹⁾		31.6165	A \$ 27.98	7,403.4981 D
Common Stock	04/20/2007		P ⁽²⁾		87.1165	A \$ 28.68	7,490.6146 D
Common Stock	06/15/2007		J ⁽¹⁾		33.9453	A \$ 29.79	7,524.5599 D
Common Stock	06/15/2007		J ⁽³⁾		21,346	A \$ 0	64,038 I Alexander Railroad Company
Common Stock	06/15/2007		J ⁽³⁾		3,762.28	A \$ 0	11,286.8399 D

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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 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. Nature of Derivative Security (Instr. 3 and 4).

Reporting Owners

Table with 2 rows and 5 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for ZACHARY BENJAMIN I, 518 WEST C STREET, NEWTON, NC 28658 with an 'X' in the Director column.

Signatures

Benjamin I. Zachary 07/03/2007
**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).

- (1) Dividend Reinvestment Plan
(2) Optional Cash Investment through Dividend Reinvestment Plan
(3) Shares acquired as result of 3-for-2 stock split payable June 15, 2007

Note: File three copies of this Form, one of which must be manually signed. If space 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.