

ZACHARY BENJAMIN I
 Form 5
 February 13, 2012

FORM 5

**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).
 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)
 12/31/2011

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)	(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	02/17/2011		L	12.272	A	\$ 6.334	17,245.5955	D	
Common Stock	03/18/2011		L	38.2068	A	\$ 7.01	17,283.8023	D	
Common Stock	05/03/2011		L	11.73	A	\$ 6.6203	17,295.5323	D	
Common Stock	06/15/2011		L	45.8933	A	\$ 5.8527	17,341.4256	D	
	08/17/2011		L	15.41	A		17,356.8356	D	

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Common Stock						\$ 5.2291				
Common Stock	08/31/2011	Â	L	0.1135	A	\$ 4.6308	17,356.9491	D	Â	
Common Stock	09/15/2011	Â	L	61.1134	A	\$ 4.41	17,418.0625	D	Â	
Common Stock	11/01/2011	Â	L	13.725	A	\$ 5.7096	17,431.7875	D	Â	
Common Stock	11/21/2011	Â	L	426.3652	A	\$ 5.86	17,858.1527	D	Â	
Common Stock	12/02/2011	Â	L	0.104	A	\$ 5.6336	17,858.2567	D	Â	
Common Stock	12/16/2011	Â	L	49.0506	A	\$ 5.6933	17,907.3073	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.

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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 Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZACHARY BENJAMIN I 518 WEST C STREET	Â X	Â	Â	Â

NEWTON, NC 28658

Signatures

Benjamin I.

02/13/2012

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).

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.