

TERRY WILLIAM GREGORY
 Form 5
 February 13, 2018

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 *
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)
 12/31/2017

____ 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

(City) (State) (Zip)

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 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	01/31/2017	Â	L	117	A \$ 26.5	18,221.6559	D	Â
common stock	03/01/2017	Â	L	50.6411	A \$ 27.75	18,221.6559	D	Â
common stock	04/27/2017	Â	L	61	A \$ 30.1362	18,221.6559	D	Â
common stock	05/01/2017	Â	L	58	A \$ 28.9599	18,221.6559	D	Â
	06/20/2017	Â	L	14.6825	A \$ 32.25	18,221.6559	D	Â

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common stock										
common stock	07/12/2017	Â	G	5	D	\$ 0 ⁽¹⁾	18,221.6559	D	Â	
common stock	07/27/2017	Â	L	104	A	\$ 38.5978	18,221.6559	D	Â	
common stock	09/01/2017	Â	L	29	A	\$ 30.4999	18,221.6559	D	Â	
common stock	09/19/2017	Â	L	14.2938	A	\$ 33.25	18,221.6559	D	Â	
common stock	10/26/2017	Â	L	135	A	\$ 33.9621	18,221.6559	D	Â	
common stock	12/15/2017	Â	J ⁽²⁾	397.4869	A	\$ 0 ⁽²⁾	18,221.6559	D	Â	
common stock	12/19/2017	Â	L	14.9056	A	\$ 32	18,221.6559	D	Â	
common stock	Â	Â	Â	Â	Â	Â	0	I		no longer holds shares in custodial accounts

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 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 NEWTON, NC 28658	Â	Â	Â	Â

Signatures

/s/ William Gregory Terry 02/13/2018

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) gifted 5 shares to father-in-law
 - (2) shares acquired through 10% stock dividend

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.