

PEOPLES BANCORP OF NORTH CAROLINA INC
 Form 5
 February 12, 2014

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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 *
CABLE WILLIAM D

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)
 12/31/2013

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 02/08/2013 | Â | L | 4.5755 | A \$ 10.6 | 24,877.4457 | D | Â |
| Common Stock | 02/13/2013 | Â | L | 174.194 | A \$ 10.5858 | 25,051.6397 | D | Â |
| Common Stock | 03/04/2013 | Â | L | 4.6903 | A \$ 10.98 | 25,056.33 | D | Â |
| Common Stock | 03/15/2013 | Â | L | 216.804 | A \$ 11.6506 | 25,273.134 | D | Â |
| | 03/20/2013 | Â | L | 16.9805 | A \$ 11.6 | 25,290.1145 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------------|-------------|---|---|
| Common Stock | | | | | | | | | |
| Common Stock | 03/28/2013 | Â | L | 4.4014 | A | \$ 11.36 | 25,294.5159 | D | Â |
| Common Stock | 05/03/2013 | Â | L | 2.4 | A | \$ 11.8445 | 25,296.9159 | D | Â |
| Common Stock | 05/23/2013 | Â | A ⁽¹⁾ | 3,410 | A | \$ 12 | 28,706.9159 | D | Â |
| Common Stock | 04/30/2013 | Â | L | 4.258 | A | \$ 11.78 | 28,711.1739 | D | Â |
| Common Stock | 06/04/2013 | Â | L | 6.0484 | A | \$ 12.4 | 28,717.2223 | D | Â |
| Common Stock | 06/19/2013 | Â | L | 15.0116 | A | \$ 13.15 | 28,732.2339 | D | Â |
| Common Stock | 09/03/2013 | Â | L | 3.7736 | A | \$ 13.25 | 28,736.0075 | D | Â |
| Common Stock | 09/19/2013 | Â | L | 15.6033 | A | \$ 12.74 | 28,751.6108 | D | Â |
| Common Stock | 10/01/2013 | Â | L | 4 | A | \$ 12.5 | 28,755.6108 | D | Â |
| Common Stock | 11/04/2013 | Â | L | 5.7472 | A | \$ 13.05 | 28,761.358 | D | Â |
| Common Stock | 12/05/2013 | Â | L | 3.6049 | A | \$ 13.87 | 28,764.9629 | D | Â |
| Common Stock | 10/25/2013 | Â | L | 14 | A | \$ 12.9941 | 28,778.9629 | D | Â |
| Common Stock | 11/04/2013 | Â | L | 9 | A | \$ 13.0977 | 28,787.9629 | D | Â |
| Common Stock | 12/19/2013 | Â | L | 14.165 | A | \$ 14 | 28,802.1279 | D | Â |

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

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(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 | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| CABLE WILLIAM D 518 WEST C STREET NEWTON, NC 28658 | ^ | ^ | ^ EVP and COO | ^ |

Signatures

William D.
Cable, Sr. 02/12/2014

__Signature of Date
Reporting Person

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) Restricted Stock Units granted 5-23-13, based on \$12.00 per share.

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.