

PEOPLES BANCORP OF NORTH CAROLINA INC
 Form 5
 February 10, 2016

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

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 *
 HOWARD DOUGLAS S
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 PEOPLES BANCORP OF NORTH CAROLINA INC [PEBK]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
 (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

518 WEST C STREET
 (Street)
 NEWTON, NC 28658
 (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) Amount	(D) Price			
Common Stock	01/29/2015	Â	L ⁽¹⁾	66	A \$ 18.9699	14,894.9319	D	Â
Common Stock	02/02/2015	Â	L ⁽¹⁾	38	A \$ 18.9699	14,932.9319	D	Â
Common Stock	02/19/2015	Â	A ⁽²⁾	375	A \$ 18	15,307.9319	D	Â
Common Stock	02/27/2015	Â	L ⁽¹⁾	38	A \$ 18.6999	15,345.9319	D	Â
	04/24/2015	Â	L ⁽¹⁾	61	A \$ 18.67	15,406.9319	D	Â

Common Stock										
Common Stock	05/05/2015	Â	L ⁽¹⁾	37	A	\$ 18.6393	15,443.9319	D	Â	
Common Stock	06/02/2015	Â	L ⁽¹⁾	38	A	\$ 18.4899	15,481.9319	D	Â	
Common Stock	07/30/2015	Â	L ⁽¹⁾	109	A	\$ 18.4199	15,590.9319	D	Â	
Common Stock	08/27/2015	Â	L ⁽¹⁾	37	A	\$ 18.98	15,627.9319	D	Â	
Common Stock	10/22/2015	Â	L ⁽¹⁾	70	A	\$ 18.5699	15,697.9319	D	Â	
Common Stock	10/30/2015	Â	L ⁽¹⁾	36	A	\$ 19.4499	15,733.9319	D	Â	
Common Stock	12/31/2015	Â	L ⁽¹⁾	37	A	\$ 19.4174	15,770.9319	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	450	I		shares owned by wife

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.

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. Price of Derivative Security (Instr. 5)	9. of of D Se B O E I S F I (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

HOWARD DOUGLAS S
518 WEST C STREET
NEWTON, NC 28658

 X

Signatures

Douglas S.
Howard

02/10/2016

**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) shares acquired through Deferral Plan
 - (2) Restricted Stock Units granted 2-19-15, based on \$18.00 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.