

PEOPLES BANCORP OF NORTH CAROLINA INC
 Form 5/A
 February 15, 2017

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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
LINEBERGER JOHN W JR			PEOPLES BANCORP OF NORTH CAROLINA INC [PEBK]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			12/31/2015		<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
518 WEST C STREET			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting	
			12/31/2015		(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 Ownership (Instr. 4)
Common Stock	02/19/2015	^	A ⁽¹⁾	375 A \$ 18	2,326	D	^

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)

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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.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	Â	03/22/2012 ⁽³⁾	Â	A	810 Â	03/22/2017 Â ⁽⁷⁾	Common Stock	810
Restricted Stock Units ⁽¹⁾	Â	05/23/2013 ⁽⁴⁾	Â	A	810 Â	05/23/2017 Â ⁽⁷⁾	Common Stock	810
Restricted Stock Units ⁽¹⁾	Â	02/20/2014 ⁽⁵⁾	Â	A	650 Â	02/20/2017 Â ⁽⁷⁾	Common Stock	650
Restricted Stock Units ⁽¹⁾	Â	02/19/2015 ⁽⁶⁾	Â	A	375 Â	02/19/2019 Â ⁽⁷⁾	Common Stock	375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINEBERGER JOHN W JR 518 WEST C STREET NEWTON,Â NCÂ 28658	Â X	Â	Â	Â

Signatures

John W.
Lineberger, Jr. 02/15/2017

**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).

The Restricted Stock Units ("RSUs") reported herein were previously reported in Table I on Form 4 or Form 5 filed with the SEC on the (1) applicable grant date or at year end. The purpose of this Amendment is to remove the RSUs from Table I and report them instead in Table II. The revised number of Non-Derivative Securities is disclosed in Table I.

(2)

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Each RSU represents the contingent right to receive either one share of common stock or a cash payment equal to the fair market value of one share of Common Stock, in each case upon vesting of the RSU and in accordance with the terms of the RSU Award Agreement.

- (3) RSUs granted on 03/22/2012 vest 100% on 03/22/2017. Upon vesting, the reporting person will receive 1/3 of the RSUs in the form of cash and 2/3 in the form of shares of Common Stock.
- (4) RSUs granted on 5/23/2013 vest 100% on 5/23/2017. Upon vesting, the reporting person will receive 1/3 of the RSUs in the form of cash and 2/3 in the form of shares of Common Stock.
- (5) RSUs granted on 2/20/2014 vest 100% on 2/20/2017. Upon vesting, the reporting person will receive 1/3 of the RSUs in the form of cash and 2/3 in the form of shares of Common Stock.
- (6) RSUs granted on 2/19/2015 vest 100% on 2/19/2019. Upon vesting, the reporting person will receive 1/3 of the RSUs in the form of cash and 2/3 in the form of shares of Common Stock.
- (7) No Expiration Date.

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.