

PEOPLES BANCORP OF NORTH CAROLINA INC  
 Form 4/A  
 February 15, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ABERNETHY JAMES S**

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)  
 518 WEST C STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/27/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

NEWTON, NC 28658  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 10/27/2016

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	10/27/2016		S	3,500	D	\$ 20.77	6,889	I	# of shares remaining in custodial account for son
Common Stock							6,889	I	Cust of Daughter Ashton
Common Stock							6,889	I	Cust of Daughter Elizabeth

Common Stock	64,038	I	Alexander RR Company
Common Stock	69,557	D	

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

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SEC 1474  
(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 or Value of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	03/22/2012 <sup>(3)</sup>		A	810	03/22/2017	<u>(7)</u>	Common Stock	810	\$
Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	05/23/2013 <sup>(4)</sup>		A	810	05/23/2017	<u>(7)</u>	Common Stock	810	\$
Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	02/20/2014 <sup>(5)</sup>		A	650	02/20/2017	<u>(7)</u>	Common Stock	650	\$
Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	02/19/2015 <sup>(6)</sup>		A	375	02/19/2019	<u>(7)</u>	Common Stock	375	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

