

CABLE WILLIAM D
Form 4
July 31, 2009

FORM 4

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

OMB APPROVAL

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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 *
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)
518 WEST C STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2009

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

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

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/30/2009 | | L | V 6.2509 A \$ 7.9989 | 10,238.187 | D | |
| Common Stock | 02/12/2009 | | L | V 221.54 A \$ 7.3684 | 10,459.727 | D | |
| Common Stock | 02/26/2009 | | L | V 8.3333 A \$ 6 | 10,468.0603 | D | |
| Common Stock | 03/09/2009 | | L | V 93.28 A \$ 5.1815 | 10,561.3403 | D | |
| Common Stock | 03/16/2009 | | L | V 50.7877 A \$ 5.7 | 10,612.128 | D | |

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| | | | | | | | | |
|--------------|------------|---|---|---------|---|-----------|-------------|---|
| Common Stock | 03/16/2009 | L | V | 44.6596 | A | \$ 5.7 | 10,656.7876 | D |
| Common Stock | 03/31/2009 | L | V | 8.6957 | A | \$ 5.75 | 10,665.4833 | D |
| Common Stock | 04/30/2009 | L | V | 7.4734 | A | \$ 6.6904 | 10,672.9567 | D |
| Common Stock | 05/07/2009 | L | V | 165.242 | A | \$ 6.5138 | 10,838.1987 | D |
| Common Stock | 05/29/2009 | L | V | 7.2993 | A | \$ 6.85 | 10,845.498 | D |
| Common Stock | 06/11/2009 | L | V | 71.3115 | A | \$ 6.7734 | 10,916.8095 | D |
| Common Stock | 06/15/2009 | L | V | 27.6751 | A | \$ 7.51 | 10,944.4846 | D |
| Common Stock | 06/15/2009 | L | V | 24.1438 | A | \$ 7.51 | 10,968.6284 | D |
| Common Stock | 06/30/2009 | L | V | 7.6946 | A | \$ 6.4981 | 10,976.323 | D |
| Common Stock | 07/24/2009 | L | V | 500 | A | \$ 6.1 | 11,476.323 | D |
| Common Stock | 07/29/2009 | L | V | 164.528 | A | \$ 6.1221 | 11,640.851 | 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)

| 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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount 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

07/31/2009

__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).

Note: File three copies of this Form, one of which must be manually signed. If space 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.