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PEOPLES BANCORP OF NORTH CAROLINA INC

Form 4 June 22, 2005

FORM 4

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

OMB APPROVAL

OMB

Number 3235-0287

Check this box if no longer subject to Section 16.

HANGES IN RENEFICIAL OWNERSHIP OF

Number: January 31, 2005

subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ABERNETHY ROBERT C							CORP OF	F NO		Issuer (Check all applicable)			
(Last) (First) (Middle) 518 WEST C STREET (Street)			3. Date of (Month/) 06/20/2	Day/Ye		Fransaction			_X Director 10% Owner _X Officer (give title Other (specify below) Chairman of the Board				
			4. If Am Filed(Mo			Oate Original ar)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEWTON, NC 28658 (City) (State) (Zip)									Person				
	(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)		3.	etic		es Acqu d of (E	uired (A)	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) (Instr. 3 and 4)				
	Common Stock	06/20/2005			<u>J(1)</u>		16.1399	A	\$ 18.08	2,934.2536	I	By Spouse	
	Common Stock	06/20/2005			J <u>(1)</u>		5.5371	A	\$ 18.08	1,006.6686	I	Custodian for Stepson	
	Common Stock									77,518.0722	D		
	Common Stock									13,956	I	By Daughter	
	Common Stock									13,956	I	Custodian for	

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Common Custodian

Stock 14,286 I Custodian for Son

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 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	5. actionNumber of 8) 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)	
				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

ABERNETHY ROBERT C

518 WEST C STREET X Chairman of the Board

NEWTON, NC 28658

Signatures

Robert C. Abernethy 06/22/2005

**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) Dividend Reinvestment Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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