

PEOPLES BANCORP OF NORTH CAROLINA INC
Form 8-K
May 25, 2006

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

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **May 19, 2006**

Peoples Bancorp of North Carolina, Inc.
(Exact Name of Registrant as Specified in Its Charter)

North Carolina
(State or Other Jurisdiction of Incorporation)

000-27205
(Commission File No.)

56-2132396
(IRS Employer Identification No.)

518 West C Street, Newton, North Carolina
(Address of Principal Executive Offices)

28658
(Zip Code)

(828) 464-5620
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Peoples Bancorp of North Carolina, Inc.

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Item Other Matters

8.01.

On April 20, 2006, the Board of Directors of Peoples Bancorp of North Carolina, Inc. authorized a 10% stock dividend and on May 18, 2006, the Board declared a cash dividend at 11 cents per share. As a result of the stock dividend, each shareholder will receive one new share of stock for every ten shares of stock they hold as of the record date. Shareholders will receive a cash payment in lieu of any fractional shares resulting from the stock dividend. The cash dividend authorized on May 18, 2006, will be paid based on the number of shares held by shareholders as adjusted by the stock dividend.

On May 19, 2006, the Board of Directors of Peoples Bancorp of North Carolina, Inc. announced that the stock dividend and cash dividend will be paid simultaneously on June 16, 2006. The record date for the stock dividend and the cash dividend is June 5, 2006.

A copy of the press release announcing the cash dividend and the record date and payment date of both the stock dividend and the cash dividend is attached hereto as Exhibit (99)(a) and is incorporated by reference herein.

Item Financial Statements and Exhibits

9.01.

- | | |
|---------|-----------------------------------|
| (d) | Exhibits |
| (99)(a) | Press release, dated May 19, 2006 |

Disclosure about forward-looking statements

This Form 8-K contains forward-looking statements. These statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, changes in interest rate environment, management's business strategy, national, regional, and local market conditions and legislative and regulatory conditions.

Readers should not place undue reliance on forward-looking statements, which reflect management's view only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances. Readers should also carefully review the risk factors described in other documents the Company files from time to time with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized

PEOPLES BANCORP OF NORTH CAROLINA, INC.

Date: May 25, 2006

By: /s/ A. Joseph Lampron
A. Joseph Lampron
Executive Vice President and Chief Financial Officer

