

FIRST BANCORP /NC/  
Form 4  
May 21, 2008

**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 \*  
**WILLIS JOHN C**

2. Issuer Name and Ticker or Trading Symbol  
**FIRST BANCORP /NC/ [FBNC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/20/2008**

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

(Street)

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

(City) (State) (Zip)

**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)
Common Stock	05/20/2008		M	V Amount A \$ 2,250 14.6667	199,282	D	
Common Stock					263,591	I	SPOUSE

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)

**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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 10.5					06/01/2000 06/01/2010	Common Stock	2,250
Stock Options (Right to buy)	\$ 11.1113					06/01/1999 06/01/2009	Common Stock	2,250
Stock Options (Right to buy)	\$ 15.3667					06/01/2002 06/01/2012	Common Stock	2,250
Stock Options (Right to buy)	\$ 16					06/01/2001 06/01/2011	Common Stock	2,250
Stock Options (Right to buy)	\$ 17.3					06/01/2003 06/01/2013	Common Stock	2,250
Stock Options (Right to buy)	\$ 19.61					06/01/2007 06/01/2017	Common Stock	2,250
Stock Options (Right to buy)	\$ 19.6867					06/01/2004 06/01/2014	Common Stock	2,250
Stock Options (Right to buy)	\$ 21.83					06/01/2006 06/01/2016	Common Stock	2,250
Stock Options	\$ 22.12					06/28/2005 06/28/2015	Common Stock	2,250

