

FIRST BANCORP /NC/
Form 5
February 14, 2012

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Ocheltree Jerry L

(Last) (First) (Middle)

24 OXTON CIRCLE

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PINEHURST, NC 28374

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/23/2011	Â	P4(1)(2)	45.7344 A \$ 11.37	23,155.5237	D	Â
Common Stock	11/25/2011	Â	P4(1)(2)	52.3139 A \$ 9.94	23,155.5237	D	Â
Common Stock	10/25/2011	Â	P4(1)(2)	43.369 A \$ 11.99	23,155.5237	D	Â
Common Stock	09/23/2011	Â	P4(1)(2)	54.9683 A \$ 9.46	23,155.5237	D	Â
	08/25/2011	Â	P4(1)(2)	57.0801 A \$ 9.11	23,155.5237	D	Â

Common
Stock

Common Stock	07/25/2011	Â	L	51.485	A	\$ 10.1	23,155.5237	D	Â
Common Stock	06/24/2011	Â	L	49.4297	A	\$ 10.52	23,155.5237	D	Â
Common Stock	05/25/2011	Â	L	44.6352	A	\$ 11.65	23,155.5237	D	Â
Common Stock	04/25/2011	Â	L	39.424	A	\$ 13.19	23,155.5237	D	Â
Common Stock	03/25/2011	Â	L	39.4537	A	\$ 13.18	23,155.5237	D	Â
Common Stock	01/25/2011	Â	L	31.804	A	\$ 16.35	23,155.5237	D	Â
Common Stock	02/25/2011	Â	L	35.6898	A	\$ 14.57	23,155.5237	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	9,275.2832	I	401k Plan

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

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(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 of Derivative Security (Instr. 5)	9. of of D S B O E I F (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Â	Â	Â	President	Â

Reporting Owners

Ocheltree Jerry L
24 OXTON CIRCLE
PINEHURST, NC 28374

Signatures

/s/ Timothy S. Maples,
Attorney-in-fact

02/14/2012

__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).

(1) Certain of the reporting person's purchases of FBNC common stock reported herein on this Form 5 were matchable under Section 16(b) of the Securities Exchange Act of 1934 with the reporting person's subsequent sale of shares of FBNC common stock at a price of \$11.0397 per share on February 8, 2012. The reporting person has paid \$254.51, representing the full amount of the profit realized in connection with the short-swing transaction.

(2) The transaction code for this transaction is "P4" as the transaction should have been reported previously on Form 4.

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