

FIRST BANCORP /NC/
Form 5
February 14, 2005

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
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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

1. Name and Address of Reporting Person *
GARNER JAMES H

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

116 GARNER BRITT DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

ROBBINS, NC 27325

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)	(A) or (D)	Price	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	06/25/2004	Â	L	2.3437	A	\$ 21.3333	44,456.6446	D	Â
Common Stock	07/23/2004	Â	L	2.586	A	\$ 19.334	44,212.0276	D	Â
Common Stock	08/25/2004	Â	L	2.3078	A	\$ 21.666	44,214.3354	D	Â
Common Stock	09/27/2004	Â	L	2.29	A	\$ 21.8333	44,219.4649	D	Â
	10/25/2004	Â	L	2.0835	A	\$ 24	44,121.5484	D	Â

Common Stock										
Common Stock	11/25/2004	Â	L	1.8519	A	\$ 26.99	44,123.4003	D	Â	
Common Stock	12/03/2004	Â	G	160	D	\$ 0	43,963.4003	D	Â	
Common Stock	12/24/2004	Â	G	133	D	\$ 0	43,830.4003	D	Â	
Common Stock	12/27/2004	Â	L	1.8692	A	\$ 26.749	43,832.2695	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	112.6291	I	401K PLAN	

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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 11.5553	Â	Â	Â	Â (A) Â (D)	Date Exercisable: 04/30/1999 Expiration Date: 04/30/2009	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARNER JAMES H 116 GARNER BRITT DRIVE ROBBINS,Â NCÂ 27325	Â X	Â	Â PRESIDENT/CEO	Â

Signatures

Timothy S.
Maples

02/14/2005

__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 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.