

FIRST BANCORP /NC/

Form 4/A

August 28, 2007

**FORM 4****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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALLACE GOLDIE H**

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/27/2007**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**08/28/2007**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |
| Common<br>Stock                       | 08/27/2007                              |                                                             | S                                    |                                                                         | 566 D \$ 20                                                                                                        | 180,387                                                              | D                                                                 |
| Common<br>Stock                       | 08/27/2007                              |                                                             | S                                    |                                                                         | 100 D \$ 20.02                                                                                                     | 180,287                                                              | D                                                                 |
| Common<br>Stock                       | 08/27/2007                              |                                                             | S                                    |                                                                         | 300 D \$ 20.13                                                                                                     | 179,987                                                              | D                                                                 |

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

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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Pri<br>Deriv<br>Secur<br>(Instr. |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                     |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 10.5                                                            |                                         |                                                             |                                      |                                                                                                                    | 06/01/2000                                                     | 06/01/2010         | Common<br>Stock                                                     | 2,250                                  |                                     |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 11.1113                                                         |                                         |                                                             |                                      |                                                                                                                    | 06/01/1999                                                     | 06/01/2009         | Common<br>Stock                                                     | 2,250                                  |                                     |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 14.6667                                                         |                                         |                                                             |                                      |                                                                                                                    | 06/01/1998                                                     | 06/01/2008         | Common<br>Stock                                                     | 2,250                                  |                                     |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 15.3667                                                         |                                         |                                                             |                                      |                                                                                                                    | 06/01/2002                                                     | 06/01/2012         | Common<br>Stock                                                     | 2,250                                  |                                     |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 16                                                              |                                         |                                                             |                                      |                                                                                                                    | 06/01/2001                                                     | 06/01/2011         | Common<br>Stock                                                     | 2,250                                  |                                     |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 17.3                                                            |                                         |                                                             |                                      |                                                                                                                    | 06/01/2003                                                     | 06/01/2013         | Common<br>Stock                                                     | 2,250                                  |                                     |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 19.61                                                           |                                         |                                                             |                                      |                                                                                                                    | 06/01/2007                                                     | 06/01/2017         | Common<br>Stock                                                     | 2,250                                  |                                     |
| Stock<br>Options                                    | \$ 19.6867                                                         |                                         |                                                             |                                      |                                                                                                                    | 06/01/2004                                                     | 06/01/2014         | Common<br>Stock                                                     | 2,250                                  |                                     |

(Right to  
buy)

Stock

Options  
(Right to  
buy) \$ 21.83

06/01/2006 06/01/2016

Common  
Stock 2,250

Stock

Options  
(Right to  
buy) \$ 22.12

06/28/2005 06/28/2015

Common  
Stock 2,250

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| WALLACE GOLDIE H               | X             |           |         |       |

## Signatures

Timothy S. Maples,  
Attorney-in-Fact

08/28/2007

\*\*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 is insufficient, *see* Instruction 6 for procedure.

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