FIRST BANCORP /NC/

Form 4

September 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

	E GOLDIE H	S	Symbol	BANCOF				Issuer	r Reporting rers	on(s) to	
					[FDIV	(C)	(Check all applicable)				
(Last)	(First) (1	of Earliest Transaction Day/Year) 2009				_X_ 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) _X_ 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)		Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	09/03/2009			S	200	D D	\$ 18.16	135,432	D		
Common Stock	09/03/2009			S	100	D	\$ 18.07	135,332	D		
Common Stock	09/03/2009			S	600	D	\$ 18.06	134,732	D		
Common Stock	09/03/2009			S	200	D	\$ 18.08	134,532	D		
Common Stock	09/03/2009			S	100	D	\$ 18.02	134,432	D		
	09/03/2009			S	100	D	\$ 18	134,332	D		

Common Stock							
Common Stock	09/03/2009	S	100	D	\$ 18.01	134,232	D
Common Stock	09/03/2009	S	300	D	\$ 17.99	133,932	D
Common Stock	09/03/2009	S	200	D	\$ 17.92	133,732	D
Common Stock	09/03/2009	S	100	D	\$ 17.89	133,632	D
Common Stock	09/03/2009	S	600	D	\$ 17.85	133,032	D
Common Stock	09/03/2009	S	308	D	\$ 17.82	132,724	D
Common Stock	09/03/2009	S	92	D	\$ 17.9	132,632	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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expira Exercisable Date	Expiration		Number		
							Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

WALLACE GOLDIE H

X

Signatures

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

09/04/2009

**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. 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.

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