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FIRST BANCORP /NC/  
Form 8-K  
February 23, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
450 Fifth Street NW  
Washington, D.C. 29549

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FORM 8-K  
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PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 22, 2005

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FIRST BANCORP

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(Exact Name of Registrant as Specified in its Charter)

|   |                             |  |
|---|-----------------------------|--|
| North Carolina                                    | 0-15572                     | 56-1421916                                 |
| -----   | -----                       | -----                                      |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification Number) |

341 North Main Street, Troy, North  
Carolina

27371

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|  |            |
|--|------------|
| (Address of Principal Executive Offices) | (Zip Code) |
|--|------------|

(910) 576-6171

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(Registrant's telephone number, including area code)

Not Applicable

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(Former Name or Former Address, if changed since last report)

First Bancorp  
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Item 7.01 -- Regulation FD Disclosure

On February 22, 2005, the Registrant issued a news release to announce that its Board of Directors had declared a cash dividend of 17 cents per share payable on April 25, 2005 to shareholders of record as of March 31, 2005.

The news release is attached hereto as Exhibit 99(a) and is incorporated by reference.

Item 9.01 - Financial Statements and Exhibits

Exhibit 99(a) - News Release dated February 22, 2005

DISCLOSURES ABOUT FORWARD LOOKING STATEMENTS

The discussions included in this document and its exhibits may contain forward looking statements within the meaning of the Private Securities Litigation Act of 1995, including Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. For the purposes of these discussions, any statements that are not statements of historical fact may be deemed to be forward looking statements. Such statements are often characterized by the use of qualifying words such as "expects," "anticipates," "believes," "estimates," "plans," "projects," or other statements concerning opinions or judgments of the Company and its management about future events. The accuracy of such forward looking statements could be affected by such factors as, including but not limited to, the financial success or changing conditions or strategies of the Company's customers or vendors, fluctuations in interest rates, actions of government regulators, the availability of capital and personnel or general economic conditions.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

First Bancorp

February 22, 2005

By: /s/ James H. Garner

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James H. Garner  
President and Chief Executive Officer

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