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FIRST BANCORP /NC/  
Form 8-K  
July 22, 2004

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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): July 22, 2004

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First Bancorp

(Exact Name of Registrant as Specified in its Charter)

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

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1

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First Bancorp  
INDEX

	Page
	----
Item 7 - Exhibits	3
Item 12 - Results of Operations and Financial Condition	3
Signatures	4
Exhibit 99 (a) News Release dated July 22, 2004	5

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Item 7 -- Exhibits

99(a) Additional Exhibits - News Release dated July 22, 2004

Item 12 - Results of Operations and Financial Condition

On July 22, 2004, the Registrant issued a news release to announce its earnings for the quarter-to-date and year-to-date periods ended June 30, 2004. The news release is attached hereto as Exhibit 99(a) and is incorporated by reference. The news release includes disclosure of net interest income on a tax-equivalent basis, which is a non-GAAP performance measure used by management in operating its business, which management believes provides investors with a more accurate picture of net interest income and net interest margins for comparative purposes.

As of June 30, 2004, the Company had 9,424,884 shares outstanding.

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

July 22, 2004

By: /s/ James H. Garner

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James H. Garner

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President and Chief Executive Officer

4