

MALLORY MARCUS EDWARD  
 Form 5  
 February 01, 2005

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 \*  
**MALLORY MARCUS EDWARD**

2. Issuer Name and Ticker or Trading Symbol  
**NBC CAPITAL CORP [NBY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice President

(Last) (First) (Middle)  
  
 P. O. BOX 1187  
  
 (Street)

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

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

6. Individual or Joint/Group Reporting (check applicable line)

STARKVILLE, MS 39760

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) | 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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                      |                                      |  |                                | (A) or (D) Price  |  |  |   |
| NBC Capital Corporation Common Stock | 12/31/2004                           | Â  | J                              | 5.7405 A \$ 0   | 993.8245   | I  | By IRA  |
| NBC Capital Corporation Common Stock | 12/31/2004                           | Â  | J                              | 2.0929 A \$ 0   | 58.9139  | I  | By Wife IRA   |
|                                      | 12/31/2004                           | Â  | J                              | 3.7849 A \$ 0   | 65.4206  | I  |   |

NBC Capital Corporation Common Stock

By Employee Benefit Plan

NBC Capital Corporation Common Stock

12/31/2004

Â

J

3.3983 A \$ 0

102.3983 I

By Employee 401K Plan

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

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SEC 2270 (9-02)

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares    |
| Employee Stock Option Right to Buy         | \$ 20.75   | Â                                    | Â  | Â                              | Â Â   | 06/13/2002   | 06/12/2011      | common stock  | 2,000                         |
| Employee Stock Option Right to Buy         | \$ 24.11   | Â                                    | Â  | Â                              | Â Â   | 06/13/2003   | 06/12/2012      | common stock  | 2,000                         |
| Employee Stock Option Right to Buy         | \$ 25.2  | Â                                    | Â  | Â                              | Â Â   | 05/01/2005   | 04/30/2014      | common stock  | 6,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| MALLORY MARCUS EDWARD<br>P. O. BOX 1187<br>STARKVILLE, MS 39760 | Â             | Â         | Â Vice President | Â     |

## Signatures

Marcus Mallory                      02/02/2005

\_\_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).

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