

FOWLER CLIFTON B  
Form 5  
January 25, 2005

**FORM 5**

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

OMB APPROVAL

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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 \*  
FOWLER CLIFTON B

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

P. O. BOX 1187

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

6. Individual or Joint/Group Reporting

(check applicable line)

(Street)

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

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 Ownership (Instr. 4)
NBC Capital Corporation common stock	12/31/2004	Â	J	507.4248 A	\$ 0 7,699.2371	I	By Employee Benefit Plan
NBC Capital Corporation common stock	12/31/2004	Â	J	179.9844 A	\$ 0 3,332.9937	I	By Employee 401K Plan

NBC Capital Corporation common stock	Â	Â	Â	Â	Â	Â	18.3194	D	Â
NBC Capital Corporation common stock	Â	Â	Â	Â	Â	Â	17.0326	I	By Custodial Account for Daughter

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 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)	
					(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 <sup>(1)</sup>	06/12/2011	common stock	2,666
Employee Stock Option Right To Buy	\$ 24.11	Â	Â	Â	Â Â	06/13/2003 <sup>(2)</sup>	06/12/2012	common stock	2,666
Employee Stock Option Right To Buy	\$ 25.2	Â	Â	Â	Â Â	05/01/2005 <sup>(3)</sup>	04/30/2014	common stock	2,667

