

PEOPLES BANCORP INC

Form 4

April 18, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROUGHTON GEORGE W

(Last) (First) (Middle)

138 PUTNAM STREET, P.O. BOX
738

(Street)

MARIETTA, OH 45750

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PEOPLES BANCORP INC [PEBO]

3. Date of Earliest Transaction
(Month/Day/Year)

04/14/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Following Reported Transaction(s) (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)			
			Code	V	Amount		Price
Common Stock					148,598	D	
Common Stock					7,666	I	As Custodian
Common Stock					16,637	I	As Trustee
Common Stock					558	I	by Corporation
Common Stock					105	I	by Daughter

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Common Stock 16,333 I by Spouse ⁽¹⁾

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 26.01	04/14/2005		A	1,155	04/14/2006 04/14/2015	Common Stock
Deferred Compensation	⁽²⁾					08/08/1988 ⁽²⁾ ⁽²⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.23					10/10/1997 ⁽³⁾ 04/10/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.483					04/13/2000 04/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.449					10/15/1999 ⁽⁴⁾ 04/15/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.302					04/08/1998 04/09/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.705					04/10/2004 04/10/2013	Common Stock
Non-Qualified Stock Option	\$ 24.533					04/11/2003 04/11/2012	Common Stock

(right to buy)

Non-Qualified

Stock Option \$ 27.511

(right to buy)

04/08/2005

04/08/2014

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROUGHTON GEORGE W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	X			

Signatures

By: Donald J. Landers For: George W.
Broughton

04/15/2005

__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).

- (1) Reporting person disclaims beneficial ownership of these shares.
- (2) Shares are only payable subsequent to termination of service pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.
- (3) 20% vested six-months from date of grant; thereafter, 20% annual vesting from date of grant.
- (4) 100% vested 6 months from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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