PEOPLES BANCORP INC
Form 4
May 23, 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 *
CONLON JOHN 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)
05/19/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/19/2005		I		6,575 (1)	D	$ 28.18	7,571	I	401(k) Plan
Common Stock	05/19/2005		I		2,283 (1)	D	$ 28.18	2,742	I	by Spouse (401(k))
Common Stock								18,981	D	
Common Stock								8	I	by Spouse

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

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SEC 1474 (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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Incentive Stock Option (right to buy)	$ 13.577							04/27/2003 (2)	04/27/2010	Common Stock	1,90
Incentive Stock Option (right to buy)	$ 14.919							04/01/2002 (2)	04/01/2009	Common Stock	7,59
Incentive Stock Option (right to buy)	$ 18.704							07/23/2000 (3)	07/23/2008	Common Stock	817
Incentive Stock Option (right to buy)	$ 18.976							12/03/1999 (3)	12/03/2007	Common Stock	7,95
Incentive Stock Option (right to buy)	$ 22.324							03/27/2006	03/27/2013	Common Stock	3,90
Incentive Stock Option (right to buy)	$ 23.593							05/09/2005	05/09/2012	Common Stock	2,47
Incentive Stock Option (right to buy)	$ 27.38							02/10/2008	02/10/2015	Common Stock	1,23
Incentive Stock Option (right to buy)	$ 13.577							04/27/2003	04/27/2010	Common Stock	635
	$ 22.324							03/27/2006	03/27/2013		2,13

Non-Qualified Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	$ 23.593	05/09/2005	05/09/2012	Common Stock	1,61

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLON JOHN W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			CFO & Treasurer	

Signatures

John W. Conlon	05/23/2005
**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) Transactions caused 401(k) to sell 10,000 same date.

(2) 25% annual vesting beginning 3 years after date of grant.

(3) 25% annual vesting beginning 2 years after 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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