

BROUGHTON GEORGE W
Form 4
November 30, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
138 PUTNAM STREET, P.O. BOX 738

3. Date of Earliest Transaction (Month/Day/Year)
04/14/2009

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MARIETTA, OH 45750

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/01/2009		J	V 292 ⁽¹⁾ A \$ 13.412	17,295	I	As Trustee
Common Stock	07/01/2009		J	V 232 ⁽¹⁾ A \$ 17.118	17,527	I	As Trustee
Common Stock	10/01/2009		J	V 126 ⁽¹⁾ A \$ 13.974	17,653	I	As Trustee
Common Stock	11/25/2009		J ⁽²⁾	17,653 D \$ 0	0	I	As Trustee
Common Stock	04/01/2009		J	V 33 ⁽¹⁾ A \$ 13.412	5,168	I	As Custodian

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Common Stock	04/14/2009		J ⁽³⁾	1,000	A	\$ 0	6,168	I	As Custodian
Common Stock	07/01/2009		J V 26	⁽¹⁾	A	\$ 17.118	6,194	I	As Custodian
Common Stock	10/01/2009		J V 14	⁽¹⁾	A	\$ 13.974	6,208	I	As Custodian
Common Stock	11/25/2009		J ⁽⁴⁾	6,208	D	\$ 0	0	I	As Custodian
Common Stock							156,262	D	
Common Stock							558	I	By Corporation
Common Stock							2,000	I	By Partnership
Common Stock							16,333	I	By Spouse ⁽⁵⁾

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation	⁽⁶⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	1,438
Non-qualified Stock Option (Right to Buy)	\$ 24.533					04/11/2003	04/11/2012	Common Stock	1,155
	\$ 27.511					04/08/2005	04/08/2014		1,155

Non-qualified Stock Option (Right to Buy)				Common Stock	
Non-qualified Stock Option (Right to Buy)	\$ 26.01	04/14/2006	04/14/2015	Common Stock	1,155
Non-qualified Stock Option (Right to Buy)	\$ 29.12	11/11/2006	05/11/2016	Common Stock	1,200

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

/s/ Edward G. Sloane, attorney-in-fact for Mr.
Broughton

11/30/2009

**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) Shares received as a result of participation in the Dividend Reinvestment Program.
- (2) Shares distributed out of Trust Account, Mr. Broughton no longer holds beneficial ownership over these shares.
- (3) Shares transferred from a Trust Account with no beneficial ownership to a Custodial Account with beneficial ownership.
- (4) Mr. Broughton no longer holds beneficial ownership over these shares.
- (5) Reporting person disclaims beneficial ownership of these shares.
- (6) Price, allocation to Insider's account, and shares payable pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.