

PEOPLES BANCORP INC
Form 4
February 14, 2005

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 *
HOLDREN LARRY E

(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)

02/10/2005

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)

Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 6,434 | D | |
| Common Stock | | | | | 15,494 | I | 401(k) Plan |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy) | \$ 27.38 | 02/10/2005 | | A | 587 | 02/10/2008 02/10/2015 | Common Stock | 587 |
| Incentive Stock Option (right to buy) | \$ 13.577 | | | | | 04/27/2003 04/27/2010 | Common Stock | 3,800 |
| Incentive Stock Option (right to buy) | \$ 14.919 | | | | | 04/01/2002 ⁽¹⁾ 04/01/2009 | Common Stock | 7,600 |
| Incentive Stock Option (right to buy) | \$ 18.704 | | | | | 07/23/2000 ⁽²⁾ 07/23/2008 | Common Stock | 8,000 |
| Incentive Stock Option (right to buy) | \$ 18.976 | | | | | 12/03/1999 ⁽²⁾ 12/03/2007 | Common Stock | 7,900 |
| Incentive Stock Option (right to buy) | \$ 22.324 | | | | | 03/27/2006 03/27/2013 | Common Stock | 3,900 |
| Incentive Stock Option (right to buy) | \$ 23.59 | | | | | 05/09/2005 05/09/2012 | Common Stock | 2,400 |
| Non-Qualified Stock Option (right to buy) | \$ 22.324 | | | | | 03/27/2006 03/27/2013 | Common Stock | 2,700 |
| Non-Qualified Stock Option (right to buy) | \$ 23.59 | | | | | 05/09/2005 05/09/2012 | Common Stock | 1,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLDREN LARRY E 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750 | | | Executive Vice President | |

Signatures

By: Donald J. Landers For: Larry E.

Holdren

02/14/2005

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

(2) 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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