

PEOPLES BANCORP INC
Form 4
April 26, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
YAZOMBEK JOSEPH S

(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)

04/23/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/23/2010		M		3,812	A	\$ 13.577
Common Stock	04/23/2010		S		612	D	\$ 18.45
Common Stock	04/23/2010		S		1,000	D	\$ 18.3
Common Stock	04/23/2010		S		200	D	\$ 18.305
Common Stock	04/23/2010		S		100	D	\$ 18.302

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Common Stock	04/23/2010	S	400	D	\$ 18.301	29,093	D	
Common Stock	04/23/2010	S	500	D	\$ 18.35	28,593	D	
Common Stock	04/23/2010	S	800	D	\$ 18.41	27,793	D	
Common Stock	04/23/2010	S	200	D	\$ 18.415	27,593	D	
Common Stock						16,080	I	401(k) Plan

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

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(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 of Underlying Security (Instr. 3 and 4)	8. An or Nu of Sh
Incentive Stock Option (Right to Buy)	\$ 13.577	04/23/2010		M	3,812	04/27/2003 ⁽¹⁾ 04/27/2010	Common Stock	3
Incentive Stock Option (Right to Buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	1
Incentive Stock Option (Right to Buy)	\$ 28.25					02/09/2009 02/09/2016	Common Stock	2
Non-qualified Stock Option (Right to Buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	2
Non-qualified Stock Option	\$ 27.38					12/09/2005 02/10/2015	Common Stock	2

(Right to Buy)

Non-qualified Stock Option (Right to Buy)	\$ 22.324	12/29/2005	03/27/2013	Common Stock	6
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Stock Appreciation Rights	\$ 29.25	02/13/2010	02/13/2017	Common Stock	1
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Stock Appreciation Rights	\$ 23.77	02/20/2010	02/20/2018	Common Stock	1
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YAZOMBЕК JOSEPH S 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			Executive Vice President	

Signatures

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

04/26/2010

__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.

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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