

SCHNEEBERGER CAROL A  
 Form 4  
 February 25, 2011

**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 \*  
 SCHNEEBERGER CAROL A

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)  
 02/23/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

(Street)  
 MARIETTA, OH 45750

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 02/23/2011                           |  | A <sup>(1)</sup>               | 1,003 A \$ 0  | 16,543.17   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 15,191  | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Incentive Stock Option (Right to Buy)      | \$ 23.59   |                                      |  |                                |   | 05/09/2005   | 05/09/2012  | Common Stock               | 1,654                      |
| Incentive Stock Option (Right to Buy)      | \$ 28.25   |                                      |  |                                |   | 02/09/2009   | 02/09/2016  | Common Stock               | 1,903                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 23.59   |                                      |  |                                |   | 05/09/2005   | 05/09/2012  | Common Stock               | 1,963                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 22.324  |                                      |  |                                |   | 12/29/2005   | 03/27/2013  | Common Stock               | 6,034                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 27.38   |                                      |  |                                |   | 12/29/2005   | 02/10/2015  | Common Stock               | 792                        |
| Stock Appreciation Rights                  | \$ 29.25   |                                      |  |                                |   | 02/13/2010   | 02/13/2017  | Common Stock               | 938                        |
| Stock Appreciation Rights                  | \$ 23.77   |                                      |  |                                |   | 02/20/2010   | 02/20/2018  | Common Stock               | 1,165                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| SCHNEEBERGER CAROL A<br>138 PUTNAM STREET<br>P.O. BOX 738 |               |           | Executive Vice President |       |

MARIETTA, OH 45750

## Signatures

/s/ Edward G. Sloane, attorney-in-fact for Ms.  
Schneeberger

02/25/2011

\_\_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) Restricted shares granted from the 2006 Equity Plan, subject to terms of agreement and vesting schedules.

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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