

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 *
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)

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)

CFO & Treasurer

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					16,860	D	
Common Stock					13,872	I	401(k) Plan
Common Stock					8	I	by Spouse
Common Stock					5,025	I	by Spouse (401(k))

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 27.38	02/10/2005		A	1,235	02/10/2008	02/10/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003 ⁽¹⁾	04/27/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002 ⁽¹⁾	04/01/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 18.704					07/23/2000 ⁽²⁾	07/23/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 18.976					12/03/1999 ⁽²⁾	12/03/2007	Common Stock
Incentive Stock Option (right to buy)	\$ 22.324					03/27/2006	03/27/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 23.593					05/09/2005	05/09/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003	04/27/2010	Common Stock
Non-Qualified Stock Option	\$ 22.324					03/27/2006	03/27/2013	Common Stock

