

PEOPLES BANCORP INC
Form 4
September 06, 2006

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

(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)

07/01/2006

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/06/2006		M	1,257 A \$ 15.45	149,705	D	
Common Stock	09/06/2006		M	844 A \$ 13.231	150,549	D	
Common Stock	09/06/2006		M	1,730 A \$ 13.483	152,279	D	
Common Stock	09/06/2006		M	1,155 A \$ 21.705	153,434	D	
Common Stock	09/06/2006		M	1,730 A \$ 21.299	155,164	D	

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Common Stock	07/01/2006	J	53	A	\$ 29.483	7,982	I	As Custodian
Common Stock						16,287	I	As Trustee
Common Stock						558	I	by Corporation
Common Stock						105	I	by Daughter
Common Stock						16,333	I	by Spouse ⁽¹⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.23	09/06/2006		M	844	10/10/1997 ⁽²⁾ 04/10/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.483	09/06/2006		M	1,730	04/13/2000 04/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.449	09/06/2006		M	1,257	10/15/1999 ⁽³⁾ 04/15/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.302	09/06/2006		M	1,730	04/08/1998 04/09/2008	Common Stock
Non-Qualified Stock Option	\$ 21.705	09/06/2006		M	1,155	04/10/2004 04/10/2013	Common Stock

(right to buy)

Deferred Compensation	(4)	08/08/1988 ⁽⁴⁾	(4)	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.533	04/11/2003	04/11/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.01	04/14/2006	04/14/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.511	04/08/2005	04/08/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.12	11/11/2006	05/11/2016	Common Stock

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

By: Donald J. Landers For: George W. Broughton
Date: 09/06/2006

__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) Reporting person disclaims beneficial ownership of these shares.
- (2) 20% vested six-months from date of grant; thereafter, 20% annual vesting from date of grant.
- (3) 100% vested 6 months from date of grant.
- (4) Shares are only payable subsequent to termination of service 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.