

PEOPLES BANCORP INC
Form 5
February 14, 2008

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DIMIT WILFORD D

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
PEOPLES BANCORP INC [PEBO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

138 PUTNAM STREET, P.O. BOX 738

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

MARIETTA, OH 45750

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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) Amount Price			
Common Stock	08/07/2007	Â	P4	1,000 A \$ 23.5	52,290	D	Â
Common Stock	10/01/2007	Â	J	420 ⁽¹⁾ A \$ 26.816	52,710	D	Â

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

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SEC 2270 (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)
					(A) (D)	Date Exercisable Expiration Date	Title
Deferred Compensation	Â	Â	Â	Â	Â Â	08/08/1988 ⁽²⁾ Â ⁽²⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.483	Â	Â	Â	Â Â	04/13/2000 04/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.45	Â	Â	Â	Â Â	10/15/1999 04/15/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.299	Â	Â	Â	Â Â	04/09/1998 04/09/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.705	Â	Â	Â	Â Â	04/10/2004 04/10/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.533	Â	Â	Â	Â Â	04/11/2003 04/11/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.01	Â	Â	Â	Â Â	04/14/2006 04/14/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.511	Â	Â	Â	Â Â	04/08/2005 04/08/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.12	Â	Â	Â	Â Â	11/11/2006 05/11/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DIMIT WILFORD D
138 PUTNAM STREET
P.O. BOX 738
MARIETTA, OH 45750

Signatures

By: Carol A. Schneeberger For: Wilford D. 02/14/2008
Dimit

**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) Shares received as a result of participation in the Dividend Reinvestment Program.
- (2) 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 provided 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.