

PEOPLES BANCORP INC
Form 4
June 03, 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)
06/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

__X__ 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)	Price		
Common Stock	06/02/2005		M	A	\$ 14.915	20,881	D
Common Stock	06/02/2005		S	D	\$ 28	18,981	D
Common Stock	06/02/2005		M	A	\$ 14.915	20,821	D
Common Stock	06/02/2005		S	D	\$ 28.02	18,981	D
Common Stock	06/02/2005		M	A	\$ 14.915	19,181	D

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Common Stock	06/02/2005	S	200	D	\$ 28.04	18,981	D	
Common Stock	06/03/2005	M	553	A	\$ 14.915	19,534	D	
Common Stock	06/03/2005	S	553	D	\$ 28	18,981	D	
Common Stock	06/03/2005	M	100	A	\$ 14.915	19,081	D	
Common Stock	06/03/2005	S	100	D	\$ 28.02	18,981	D	
Common Stock						7,571	I	401(k) Plan
Common Stock						8	I	by Spouse
Common Stock						2,742	I	by Spouse (401(k))

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
Incentive Stock Option (right to buy)	\$ 14.919	06/02/2005		M	1,900	04/01/2002 ⁽¹⁾	04/01/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 14.919	06/02/2005		M	1,840	04/01/2002 ⁽¹⁾	04/01/2009	Common Stock
	\$ 14.919	06/02/2005		M	200	04/01/2002 ⁽¹⁾	04/01/2009	

Incentive Stock Option (right to buy)								Common Stock
Incentive Stock Option (right to buy)	\$ 14.919	06/03/2005	M	553	04/01/2002 ⁽¹⁾	04/01/2009		Common Stock
Incentive Stock Option (right to buy)	\$ 14.919	06/03/2005	M	100	04/01/2002 ⁽¹⁾	04/01/2009		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)	\$ 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)	\$ 27.38				02/10/2008	02/10/2015		Common Stock
Incentive Stock Option (right to buy)	\$ 13.577				04/27/2003	04/27/2010		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.324				03/27/2006	03/27/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.593				05/09/2005	05/09/2012		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLON JOHN W 138 PUTNAM STREET			CFO & Treasurer	

P.O. BOX 738
MARIETTA, OH 45750

Signatures

By: Donald J. Landers For: John W.
Conlon

06/03/2005

__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.
- (2) 25% annual vesting beginning 2 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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