

PEOPLES BANCORP INC
Form 4
March 05, 2008

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 *
BRADLEY MARK F

(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)

03/05/2008

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)

Chief Executive Officer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/05/2008		M	1,537 A \$ 18.704	4,237	D	
Common Stock	03/05/2008		J(1)	1,318 D \$ 21.82	2,919	D	
Common Stock					5,681	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)

number.

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	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 18.704	03/05/2008		M	1,537	03/05/2008	07/23/2008	Common Stock	1
Deferred Compensation	(2)					08/08/1988(2)	(2)	Common Stock	1
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003	04/27/2010	Common Stock	5
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002(3)	04/01/2009	Common Stock	7
Incentive Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1
Incentive Stock Option (right to buy)	\$ 28.25					02/09/2009	02/09/2016	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 22.324					12/29/2005	03/27/2013	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.38					12/29/2005	02/10/2015	Common Stock	1
Stock Appreciation Rights	\$ 23.77					02/20/2010	02/20/2018	Common Stock	1

