

PEOPLES BANCORP INC
 Form 4
 April 25, 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)
04/21/2005

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/21/2005 | | M | | 406 \$ 13.577 | 18,766 | D |
| Common Stock | 04/21/2005 | | M | | 94 \$ 14.915 | 18,860 | D |
| Common Stock | | | | | | 13,872 | I 401(k) Plan |
| Common Stock | | | | | | 8 | I by Spouse |
| Common Stock | | | | | | 5,025 | I by Spouse (401(k)) |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy) | \$ 13.577 | 04/21/2005 | | M | 406 | 04/27/2003 ⁽¹⁾ 04/27/2010 | Common Stock | 406 |
| Incentive Stock Option (right to buy) | \$ 14.919 | 04/21/2005 | | M | 94 | 04/01/2002 ⁽¹⁾ 04/01/2009 | Common Stock | 94 |
| Incentive Stock Option (right to buy) | \$ 18.704 | | | | | 07/23/2000 ⁽²⁾ 07/23/2008 | Common Stock | 83 |
| Incentive Stock Option (right to buy) | \$ 18.976 | | | | | 12/03/1999 ⁽²⁾ 12/03/2007 | Common Stock | 7,900 |
| Incentive Stock Option (right to buy) | \$ 22.324 | | | | | 03/27/2006 03/27/2013 | Common Stock | 3,900 |
| Incentive Stock Option (right to buy) | \$ 23.593 | | | | | 05/09/2005 05/09/2012 | Common Stock | 2,400 |
| Incentive Stock Option (right to buy) | \$ 27.38 | | | | | 02/10/2008 02/10/2015 | Common Stock | 1,200 |
| Incentive Stock Option (right to buy) | \$ 13.577 | | | | | 04/27/2003 04/27/2010 | Common Stock | 630 |

| | | | | | |
|---|-----------|------------|------------|-----------------|-----|
| Non-Qualified Stock Option (right to buy) | \$ 22.324 | 03/27/2006 | 03/27/2013 | Common Stock | 2.1 |
| Non-Qualified Stock Option (right to buy) | \$ 23.593 | 05/09/2005 | 05/09/2012 | Common Stock | 1.6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONLON JOHN W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750 | | | CFO & Treasurer | |

Signatures

John W. Conlon 04/25/2005

__Signature of Date
Reporting Person

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. 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.