

PEOPLES BANCORP INC  
 Form 5  
 February 14, 2011

**FORM 5**

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 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 \*  
**YAZOMBEK JOSEPH S**  
 (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)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Executive Vice President

138 PUTNAM STREET, P.O. BOX 738  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2010

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

6. Individual or Joint/Group Reporting (check applicable line)

MARIETTA, OH 45750  
 (City) (State) (Zip)

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)	(A) or (D)	Price	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)
Common Stock	01/04/2010	Â	J(1)	68.722	A	\$ 9.736	27,793.054	D	Â
Common Stock	04/16/2010	Â	J(1)	38.243	A	\$ 16.62	27,793.054	D	Â
Common Stock	07/20/2010	Â	J(1)	41.44	A	\$ 15.43	27,793.054	D	Â
Common Stock	10/18/2010	Â	J(1)	51.649	A	\$ 12.46	27,793.054	D	Â
	12/31/2010	Â	J(2)	228	A	\$ 0	16,308	I	

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Common  
Stock

401(k)  
Plan

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)
					(A) (D)	Date Exercisable Expiration Date	Title Nu of Sha
Incentive Stock Option (Right to Buy)	\$ 14.919	Â	Â	Â	Â Â	04/01/2002 <sup>(3)</sup> 04/01/2009	Common Stock 7.
Incentive Stock Option (Right to Buy)	\$ 23.59	Â	Â	Â	Â Â	05/09/2005 05/09/2012	Common Stock 1.
Incentive Stock Option (Right to Buy)	\$ 28.25	Â	Â	Â	Â Â	02/09/2009 02/09/2016	Common Stock 2.
Non-qualified Stock Option (Right to Buy)	\$ 23.59	Â	Â	Â	Â Â	05/09/2005 05/09/2012	Common Stock 2.
Non-qualified Stock Option (Right to Buy)	\$ 27.38	Â	Â	Â	Â Â	12/09/2005 02/10/2015	Common Stock 2.
Non-qualified Stock Option (Right to Buy)	\$ 22.324	Â	Â	Â	Â Â	12/29/2005 03/27/2013	Common Stock 6.
Stock Appreciation Rights	\$ 29.25	Â	Â	Â	Â Â	02/13/2010 02/13/2017	Common Stock 1.
Stock Appreciation	\$ 23.77	Â	Â	Â	Â Â	02/20/2010 02/20/2018	Common Stock 1.

Rights

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YAZOMBEK JOSEPH S 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	^	^	^ Executive Vice President	^

## Signatures

/s/ Edward G. Sloane, attorney-in-fact for Mr.  
Yazombek

02/14/2011

\*\*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) Updating 401(k) balance
  - (3) 25% annual vesting beginning 3 years after date of grant.

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