

PEOPLES BANCORP INC
Form 4
December 21, 2004

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 *
THEISEN PAUL T

(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)
12/17/2004

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/17/2004		M		100 A \$ 8.068	24,219	D
Common Stock	12/17/2004		S		100 D \$ 27.65	24,119	D
Common Stock	12/17/2004		M		350 A \$ 8.068	24,469	D
Common Stock	12/17/2004		S		350 D \$ 27.59	24,119	D
Common Stock	12/17/2004		M		100 A \$ 8.068	24,219	D

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Common Stock	12/17/2004	S	100	D	\$ 27.63	24,119	D
Common Stock	12/17/2004	M	200	A	\$ 8.068	24,319	D
Common Stock	12/17/2004	S	200	D	\$ 27.62	24,119	D

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

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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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/17/2004		M	100	10/04/1995 04/04/2005	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/17/2004		M	350	10/04/1995 04/04/2005	Common Stock	35
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/17/2004		M	100	10/04/1995 04/04/2005	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/17/2004		M	200	10/04/1995 04/04/2005	Common Stock	20
Deferred Compensation	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u>	5,4
Non-Qualified Stock Option (right to buy)	\$ 13.23					10/10/1997 ⁽²⁾ 04/10/2007	Common Stock	3,4

Non-Qualified Stock Option (right to buy)	\$ 13.483	04/13/2000	04/13/2010	Common Stock	1,7
Non-Qualified Stock Option (right to buy)	\$ 21.302	04/09/1998	04/09/2008	Common Stock	1,7
Non-Qualified Stock Option (right to buy)	\$ 21.705	04/10/2004	04/10/2013	Common Stock	1,1
Non-Qualified Stock Option (right to buy)	\$ 24.533	04/11/2003	04/11/2012	Common Stock	1,1
Non-Qualified Stock Option (right to buy)	\$ 27.511	04/08/2005	04/08/2014	Common Stock	1,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THEISEN PAUL T 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	X			

Signatures

By: Donald J. Landers For: Paul T.
Theisen 12/21/2004

**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 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.
- (2) 20% vested six-months from date of grant; thereafter, 20% annual vesting from 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.