Jones Brenda F. Form 4 October 01, 2010

### FORM 4

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

Check this box subject to

if no longer Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* Jones Brenda F.

2. Issuer Name and Ticker or Trading Symbol

PEOPLES BANCORP INC [PEBO]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/01/2010

X\_ Director Officer (give title below)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

138 PUTNAM STREET, P.O. BOX

(Street)

738

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MARIETTA, OH 45750

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(State)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

3,392

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: Jones Brenda F. - Form 4

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. Transacti Code (Instr. 8)	Der Sec Acc (A) Dis of (	rivative curities quired or sposed (D) str. 3,	ve es d	Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A	r) (I	D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares	
Deferred Compensation	(1)	10/01/2010		A	67	0		<u>(1)</u>	<u>(1)</u>	Common Stock	670	
Non-qualified Stock Option (Right to Buy)	\$ 23.593							05/09/2003	05/09/2012	Common Stock	578	
Non-qualified Stock Option (Right to Buy)	\$ 21.705							04/10/2004	04/10/2013	Common Stock	578	
Non-qualified Stock Option (Right to Buy)	\$ 27.511							04/08/2005	04/08/2014	Common Stock	578	
Non-qualified Stock Option (Right to Buy)	\$ 26.01							12/29/2005	04/14/2015	Common Stock	578	
Non-qualified Stock Option (Right to Buy)	\$ 29.12							11/11/2006	05/11/2016	Common Stock	600	

# **Reporting Owners**

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

## **Signatures**

/s/ Edward G. Sloane, attorney-in-fact for Ms. Jones 10/01/2010

\*\*Signature of Reporting Person Date

Reporting Owners 2

## **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) Price, allocation to Insider's account, and shares payable pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.

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.