

SCHNEEBERGER CAROL A
 Form 5
 February 13, 2012

FORM 5

OMB APPROVAL

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

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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 *
 SCHNEEBERGER CAROL A

2. Issuer Name and Ticker or Trading Symbol
 PEOPLES BANCORP INC [PEBO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

138 PUTNAM STREET, P.O. BOX 738

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MARIETTA, OH 45750

Form Filed by One Reporting Person
 _____ Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 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	11/21/2011	Â	J ⁽¹⁾	24.972 A \$ 13.334	17,056.606	D	Â
Common Stock	12/31/2011	Â	J	243 A \$ 0	15,434	I	401(k) Plan

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)

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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	
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (Right to Buy)	\$ 23.59	Â	Â	Â	Â	Â	05/09/2005	05/09/2012	Common Stock	1,65
Incentive Stock Option (Right to Buy)	\$ 28.25	Â	Â	Â	Â	Â	02/09/2009	02/09/2016	Common Stock	1,90
Non-qualified Stock Option (Right to Buy)	\$ 23.59	Â	Â	Â	Â	Â	05/09/2005	05/09/2012	Common Stock	1,96
Non-qualified Stock Option (Right to Buy)	\$ 22.324	Â	Â	Â	Â	Â	12/29/2005	03/27/2013	Common Stock	6,03
Non-qualified Stock Option (Right to Buy)	\$ 27.38	Â	Â	Â	Â	Â	12/29/2005	02/10/2015	Common Stock	792
Stock Appreciation Rights	\$ 29.25	Â	Â	Â	Â	Â	02/13/2010	02/13/2017	Common Stock	938
Stock Appreciation Rights	\$ 23.77	Â	Â	Â	Â	Â	02/20/2010	02/20/2018	Common Stock	1,16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEEBERGER CAROL A 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Douglas G. Ankrom, attorney-in-fact for Ms.
Schneeberger

02/13/2012

__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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.