

PEOPLES BANCORP INC
Form 4
November 22, 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 *
BROUGHTON GEORGE W

(Last) (First) (Middle)

PEOPLES BANCORP INC LEGAL DEPARTMENT, P O BOX 738

(Street)

MARIETTA, OH 45750-0738

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2004

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/22/2004		M	300 A \$ 13.231	148,778	D	
Common Stock					7,617	I	As Custodian
Common Stock					16,637	I	As Trustee
Common Stock					558	I	by Corporation
Common Stock					105	I	by Daughter

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Common Stock 16,333 I by Spouse ⁽¹⁾

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)	\$ 13.23	11/22/2004		M	300	10/10/1997 04/10/2007	Common Stock	300
Deferred Compensation	⁽²⁾					08/08/1988 ⁽²⁾ ⁽²⁾	Common Stock	1,100
Non-Qualified Stock Option (right to buy)	\$ 13.483					04/13/2000 04/13/2010	Common Stock	1,700
Non-Qualified Stock Option (right to buy)	\$ 15.449					10/15/1999 ⁽³⁾ 04/15/2009	Common Stock	1,200
Non-Qualified Stock Option (right to buy)	\$ 21.302					04/08/1998 04/09/2008	Common Stock	1,700
Non-Qualified Stock Option (right to buy)	\$ 21.705					04/10/2004 04/10/2013	Common Stock	1,100
Non-Qualified Stock Option (right to buy)	\$ 24.533					04/11/2003 04/11/2012	Common Stock	1,100
	\$ 27.511					04/08/2005 04/08/2014		1,100

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROUGHTON GEORGE W PEOPLES BANCORP INC LEGAL DEPARTMENT P O BOX 738 MARIETTA, OH 45750-0738	X			

Signatures

By: Donald J. Landers For: George W.
Broughton 11/22/2004

__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) Reporting person disclaims beneficial ownership of these shares.
- (2) 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.
- (3) 100% vested 6 months 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.