

BRADLEY MARK F  
Form 4  
September 01, 2010

**FORM 4**

**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).

**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 \*  
BRADLEY MARK F

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/01/2010

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Former CEO

MARIETTA, OH 45750

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/01/2010		M <sup>(2)</sup>	1,682 A \$ 12.09	5,443	D	
Common Stock					7,836	I	401(k) Plan

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Deferred Compensation	(1)	09/01/2010		M(2)	1,682	(1) (1)	Common Stock	1,682
Incentive Stock Option (Right to Buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	1,500
Incentive Stock Option (Right to Buy)	\$ 28.25					02/09/2009 02/09/2016	Common Stock	2,900
Non-qualified Stock Option (Right to Buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	1,200
Non-qualified Stock Option (Right to Buy)	\$ 22.324					12/29/2005 03/27/2013	Common Stock	5,700
Non-qualified Stock Option (Right to Buy)	\$ 27.38					12/29/2005 02/10/2015	Common Stock	450
Stock Appreciation Rights	\$ 29.25					02/13/2010 02/13/2017	Common Stock	1,700
Stock Appreciation Rights	\$ 23.77					02/20/2010 02/20/2018	Common Stock	1,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY MARK F 138 PUTNAM STREET				Former CEO

P.O. BOX 738  
MARIETTA, OH 45750

## Signatures

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

09/01/2010

\_\_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) 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.
- (2) Transfer represents lump sum distribution of deferred compensation balance, 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.