

PEOPLES BANCORP INC
Form 4
February 03, 2005

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 *
BAKER CARL JR

(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)
02/01/2005

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	02/01/2005		M		1,397	A	\$ 8,422
Common Stock					11,321	D	
Common Stock					38,804	I	As Beneficiary
Common Stock					6,943	I	As Trustee
Common Stock					6,352	I	by Corporation

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.422	02/01/2005		M	1,397	02/08/1999 02/08/2005	Common Stock
Deferred Compensation	<u>(1)</u>					08/08/1988 ⁽¹⁾ ⁽¹⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.064					10/04/1995 04/04/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.87					07/23/1997 ⁽²⁾ 01/23/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.23					10/10/1997 04/10/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.483					04/13/2000 04/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.595					02/01/2000 02/01/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.705					04/10/2004 04/10/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.533					04/11/2003 04/11/2012	Common Stock

Non-Qualified
 Stock Option \$ 27.511
 (right to buy)

04/08/2005 04/08/2014 Common
 Stock

Reporting Owners

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

Signatures

By: Charles R. Hunsaker For: Carl
 Baker, Jr. 02/03/2005

__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.