

BAKER DAVID B
Form 4
November 25, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 DAVID B

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

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

Executive Vice President

(Street)
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)	Price		
Common Stock	11/23/2005		M	A	\$ 18.976	26,189	D
Common Stock	11/23/2005		S	D	\$ 29.2	24,889	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: BAKER DAVID B - Form 4

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
Incentive Stock Option (right to buy)	\$ 18.976	11/23/2005		M	1,300	12/03/1999 ⁽¹⁾	12/03/2007	Common Stock
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003	04/27/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002 ⁽²⁾	04/01/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 18.704					07/23/2000 ⁽¹⁾	07/23/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 22.324					03/27/2006	03/27/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 27.38					02/10/2008	02/10/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.324					03/27/2006	03/27/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER DAVID B 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			Executive Vice President	

Signatures

By: Donald J. Landers For: David B. Baker	11/25/2005
**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) 25% annual vesting beginning 2 years after date of grant.
 - (2) 25% annual vesting beginning 3 years after 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.