

PEOPLES BANCORP INC  
Form 8-K  
October 28, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 28, 2008 (October 23, 2008)

PEOPLES BANCORP INC.  
(Exact name of Registrant as specified in its charter)

|  |                                     |   |
|--|-------------------------------------|---|
| Ohio<br>(State or other jurisdiction of incorporation) | 0-16772<br>(Commission File Number) | 31-0987416<br>(I.R.S. Employer Identification Number) |
|--|-------------------------------------|---|

|   |                          |
|---|--------------------------|
| 138 Putnam Street, PO Box 738<br>Marietta, Ohio<br>(Address of principal executive offices) | 45750-0738<br>(Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (740) 373-3155

Not applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Index to Exhibits on Page 3

---

Item 2.02 – Results of Operations and Financial Condition

On October 23, 2008, management of Peoples Bancorp Inc. (“Peoples”) conducted a facilitated teleconference call beginning at approximately 11:00 a.m., Eastern Daylight Saving Time, to discuss results of operations for the quarterly period ended September 30, 2008. A replay of the conference call audio will be available on Peoples’ website, [www.peoplesbancorp.com](http://www.peoplesbancorp.com), in the “Investor Relations” section for one year. A copy of the transcript of the teleconference call is included as Exhibit 99 to this Current Report on Form 8-K.

The information contained in this Item 2.02 and Exhibit 99 included with this Current Report on Form 8-K, is being furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

Item 9.01 -- Financial Statements and Exhibits

a) – c)

Not applicable

d) Exhibits

See Index to Exhibits on Page 3

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PEOPLES BANCORP INC.

Date: October 28,  
2008

By: /s/  
Edward G. Sloane  
Chief Financial Officer and  
Treasurer

| Exhibit Number | INDEX TO EXHIBITS<br>Description  |
|----------------|---|
| 99             | Transcript of teleconference call<br>conducted by management of Peoples<br>Bancorp Inc. on October 28, 2008 |

