

PEOPLES BANCORP INC
Form 4
May 23, 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 *
CONLON JOHN W

(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)
05/19/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	05/19/2005		I	6,575 (1) D \$ 28.18	7,571	I	401(k) Plan
Common Stock	05/19/2005		I	2,283 (1) D \$ 28.18	2,742	I	by Spouse (401(k))
Common Stock					18,981	D	
Common Stock					8	I	by Spouse

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003 ⁽²⁾ 04/27/2010	Common Stock 1,90
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002 ⁽²⁾ 04/01/2009	Common Stock 7,59
Incentive Stock Option (right to buy)	\$ 18.704					07/23/2000 ⁽³⁾ 07/23/2008	Common Stock 817
Incentive Stock Option (right to buy)	\$ 18.976					12/03/1999 ⁽³⁾ 12/03/2007	Common Stock 7,95
Incentive Stock Option (right to buy)	\$ 22.324					03/27/2006 03/27/2013	Common Stock 3,90
Incentive Stock Option (right to buy)	\$ 23.593					05/09/2005 05/09/2012	Common Stock 2,47
Incentive Stock Option (right to buy)	\$ 27.38					02/10/2008 02/10/2015	Common Stock 1,23
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003 04/27/2010	Common Stock 635
	\$ 22.324					03/27/2006 03/27/2013	

Non-Qualified Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.593	05/09/2005	05/09/2012	Common Stock	1,61

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLON JOHN W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			CFO & Treasurer	

Signatures

John W. Conlon 05/23/2005

**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) Transactions caused 401(k) to sell 10,000 same date.
- (2) 25% annual vesting beginning 3 years after date of grant.
- (3) 25% annual vesting beginning 2 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.