

PEOPLES BANCORP INC
Form 5
February 14, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SCHNEEBERGER CAROL A

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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)
Executive Vice President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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)	Amount or Price		
Common Stock	04/02/2007	Â	J	15 ⁽¹⁾	A \$ 26.712	11,811	D Â
Common Stock	07/02/2007	Â	J	15 ⁽¹⁾	A \$ 27.258	11,826	D Â
Common Stock	10/01/2007	Â	J	17 ⁽¹⁾	A \$ 26.816	11,843	D Â
Common Stock	03/31/2007	Â	J	297 ⁽²⁾	A \$ 26.41	10,627	I 401(k) Plan

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Common Stock	06/30/2007	Â	J	678 ⁽²⁾	A	\$ 26.19	11,305	I	401(k) Plan
Common Stock	09/30/2007	Â	J	297 ⁽²⁾	D	\$ 26.18	11,008	I	401(k) Plan
Common Stock	12/31/2007	Â	J	204 ⁽²⁾	A	\$ 0	11,212	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 2270 (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)
Incentive Stock Option (right to buy)	\$ 13.577	Â	Â	Â	Â	04/27/2003 ⁽³⁾ 04/27/2010	Common Stock 4
Incentive Stock Option (right to buy)	\$ 14.919	Â	Â	Â	Â	04/01/2002 04/01/2009	Common Stock 2
Incentive Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â	05/09/2005 05/09/2012	Common Stock 1
Incentive Stock Option (right to buy)	\$ 28.25	Â	Â	Â	Â	02/09/2009 02/09/2016	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â	12/29/2005 03/27/2013	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â	05/09/2005 05/09/2012	Common Stock 1
	\$ 27.38	Â	Â	Â	Â	12/29/2005 02/10/2015	

Non-Qualified Stock Option (right to buy)										Common Stock
Stock Appreciation Rights	\$ 29.25	^	^	^	^	^	02/13/2010	02/13/2017		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEEBERGER CAROL A 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	^	^	^ Executive Vice President	^

Signatures

Carol A.
Schneeberger 02/14/2008

**Signature of Date
Reporting Person

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 received as a result of participation in the Dividend Reinvestment Program.
- (2) Contribution to 401(k) plan.
- (3) 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 provided 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.