

PEOPLES BANCORP INC
Form 4
February 15, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
THEISEN PAUL T

(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)

02/08/2005

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/08/2005		M	280 A	\$ 8.068 26,222	D	
Common Stock	02/08/2005		S	280 D	\$ 26.904 25,942	D	
Common Stock	02/08/2005		M	500 A	\$ 8.068 26,442	D	
Common Stock	02/08/2005		S	500 D	\$ 27 25,942	D	
Common Stock	02/14/2005		M	1,802 A	\$ 8.068 27,744	D	

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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)
Non-Qualified Stock Option (right to buy)	\$ 8.064	02/08/2005		M	280	10/04/1995 ⁽¹⁾ ⁽²⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.064	02/08/2005		M	500	10/04/1995 ⁽¹⁾ ⁽²⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.064	02/14/2005		M	1,802	10/04/1995 ⁽¹⁾ ⁽²⁾	Common Stock
Deferred Compensation	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.23					10/10/1997 ⁽¹⁾ 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)	\$ 21.302					04/09/1998 04/09/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.705					04/10/2004 04/10/2013	Common Stock
Non-Qualified Stock Option	\$ 24.533					04/11/2003 04/11/2012	Common Stock

