PEOPLES BANCORP INC

Form 4

November 03, 2015

FORM 4

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

OMB Number:

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31,

2005

0.5

response...

Expires:

Estimated average burden hours per

OMB APPROVAL

Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BROUGHTON GEORGE W			2. Issuer Name and Ticker or Trading Symbol PEOPLES BANCORP INC [PEBO]					5. Relationship of Reporting Person(s) to Issuer			
(T) (T) (A) (A) (A) (A) (A) (A) (A) (A) (A) (A								(Check all applicable)			
(Last)	(First)	(Middle)		f Earliest Tr	ansaction						
120 PURNIAN CERRET D.O. DOV		(Month/Day/Year)					X Director 10% Owner Officer (give title Other (specify				
138 PUTNAM STREET, P.O. BOX 738		11/02/2015					below)	below)	a (specify		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
MARIETTA, OH 45750			Form filed by More than One Reportin Person					porting			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction D	ate 2A. Dee	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution		on Date, if Transaction(A) or Disposed of (D)									
(Instr. 3)		any		Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial		
		(Month/	Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	11/02/2015			A(1)	273	A	\$ 19.38	160,122	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable Dat	-	Title	Title Number		
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
BROUGHTON GEORGE W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	X						

Signatures

/s/ Kathryn Bailey, attorney-in-fact for Mr.
Broughton 11/03/2015

**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) Represents Board meeting fees and quarterly retainer paid in stock as part of non-employee director compensation.

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.

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