

DIMIT WILFORD D

Form 5

February 16, 2010

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
DIMIT WILFORD D

(Last) (First) (Middle)

138 PUTNAM STREET, P.O.
BOX 738

(Street)

2. Issuer Name and Ticker or Trading
Symbol
PEOPLES BANCORP INC [PEBO]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20095. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MARIETTA, OH 45750

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | 01/02/2009 | Â | J | 405 ⁽²⁾ A | \$ 18.022 | 56,257 D | Â |
| Common Stock | 01/02/2009 | Â | J | 307 ⁽²⁾ A | \$ 18.022 | 56,564 D | Â |
| Common Stock | 04/01/2009 | Â | J | 551 ⁽²⁾ A | \$ 13.412 | 57,115 D | Â |
| Common Stock | 04/01/2009 | Â | J | 419 ⁽²⁾ A | \$ 13.412 | 57,534 D | Â |

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| | | | | | | | | | |
|--------------|------------|---|---|----------------|---|-----------|--------|---|--------------------|
| Common Stock | 07/01/2009 | Â | J | 439 <u>(2)</u> | A | \$ 17.118 | 57,973 | D | Â |
| Common Stock | 07/01/2009 | Â | J | 361 <u>(2)</u> | A | \$ 17.118 | 58,334 | D | Â |
| Common Stock | 10/01/2009 | Â | J | 237 <u>(2)</u> | A | \$ 13.974 | 58,571 | D | Â |
| Common Stock | 10/01/2009 | Â | J | 187 <u>(2)</u> | A | \$ 13.974 | 58,758 | D | Â |
| Common Stock | 12/03/2009 | Â | G | 960 | D | \$ 0 | 57,798 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 0 | I | Spouse (custodian) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Deferred Compensation | Â | Â | Â | Â | Â Â | Â <u>(1)</u> Â <u>(1)</u> | Common Stock 29,1 |
| Non-qualified Stock Option (Right to Buy) | \$ 13.483 | Â | Â | Â | Â Â | 04/13/2000 04/13/2010 | Common Stock 1,7 |
| Non-qualified Stock Option (Right to Buy) | \$ 24.533 | Â | Â | Â | Â Â | 04/11/2003 04/11/2012 | Common Stock 1,1 |
| Non-qualified Stock Option (Right to Buy) | \$ 21.705 | Â | Â | Â | Â Â | 04/10/2004 04/10/2013 | Common Stock 1,1 |
| Non-qualified Stock Option | \$ 27.511 | Â | Â | Â | Â Â | 04/08/2005 04/08/2014 | Common Stock 1,1 |

(Right to Buy)

| | | | | | | | | | | |
|---|----------|---|---|---|---|---|------------|------------|-----------------|-----|
| Non-qualified Stock Option (Right to Buy) | \$ 26.01 | Â | Â | Â | Â | Â | 04/14/2006 | 04/14/2015 | Common Stock | 1,1 |
|---|----------|---|---|---|---|---|------------|------------|-----------------|-----|

| | | | | | | | | | | |
|---|----------|---|---|---|---|---|------------|------------|-----------------|-----|
| Non-qualified Stock Option (Right to Buy) | \$ 29.12 | Â | Â | Â | Â | Â | 11/11/2006 | 05/11/2016 | Common Stock | 1,2 |
|---|----------|---|---|---|---|---|------------|------------|-----------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DIMIT WILFORD D 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750 | Â X | Â | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Edward G. Sloane, attorney-in-fact for Mr. Dimit | 02/16/2010 |
|---|------------|

__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) Price, allocation to Insider's account, and shares payable pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.
- (2) Shares received as a result of participation in the Dividend Reinvestment Program.

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.