

SCHNEEBERGER CAROL A  
 Form 4  
 February 25, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 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. Date of Earliest Transaction (Month/Day/Year)

02/24/2010

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2010		M		2,765	A	\$ 13.577
Common Stock	02/24/2010		S		982	D	\$ 14.5
Common Stock	02/24/2010		S		1,240	D	\$ 14.57
Common Stock	02/24/2010		S		43	D	\$ 14.55
Common Stock	02/24/2010		S		400	D	\$ 14.56
							18,226
							17,244
							16,004
							15,961
							15,561

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Common Stock	02/24/2010	S	100	D	\$ 14.52	15,461	D	
Common Stock						14,381	I	401(k) Plan

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

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**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)	8. An or Nu of Sh
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Incentive Stock Option (Right to Buy)	\$ 13.577	02/24/2010		M	2,765	04/27/2003 <sup>(1)</sup> 04/27/2010	Common Stock	2
Incentive Stock Option (Right to Buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	1
Incentive Stock Option (Right to Buy)	\$ 28.25					02/09/2009 02/09/2016	Common Stock	1
Non-qualified Stock Option (Right to Buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	1
Non-qualified Stock Option (Right to Buy)	\$ 22.324					12/29/2005 03/27/2013	Common Stock	6
Non-qualified Stock Option (Right to Buy)	\$ 27.38					12/29/2005 02/10/2015	Common Stock	7
Stock Appreciation	\$ 29.25					02/13/2010 02/13/2017	Common Stock	9

Rights

Stock

Appreciation \$ 23.77

02/20/2010 02/20/2018

Common  
Stock 1

Rights

## 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

/s/ Edward G. Sloane, attorney-in-fact for Ms.  
Schneeberger

02/25/2010

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) 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 is insufficient, *see* Instruction 6 for procedure.  
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