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PEOPLES BANCORP INC  
Form 10-Q/A  
December 12, 2002

FORM 10-Q/A  
(Amendment No. 1)

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-16772

PEOPLES BANCORP INC.

-----  
(Exact name of Registrant as specified in its charter)

Ohio

-----  
(State or other jurisdiction of incorporation or organization)

31-0987416

-----  
(I.R.S. Employer Identification No.)

138 Putnam Street, P. O. Box 738, Marietta, Ohio

45750

-----  
(Address of principal executive offices)

-----  
(Zip Code)

Registrant's telephone number, including area code:

(740) 373-3155  
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Not Applicable

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(Former name, former address and former fiscal year,  
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

X

No

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 Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, at May 1, 2002: 7,159,970.

PEOPLES BANCORP INC.  
 QUARTERLY REPORT ON FORM 10-Q/A  
 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2002

EXPLANATORY NOTE

The purpose of this Form 10-Q/A ("Form 10-Q/A") is to amend Items 4 and 6 of Part II of the Quarterly Report on Form 10-Q of Peoples Bancorp Inc. for the quarterly period ended March 31, 2002.

This amendment does not reflect events occurring after the original filing of the Quarterly Report on May 13, 2002 or modify or update those disclosures as presented in the original Form 10-Q, except to reflect the amendments described above.

PART II - OTHER INFORMATION

ITEM 4: Submission of Matters to a Vote of Security Holders.  
 On April 11, 2002, Peoples Bancorp Inc. ("Peoples") held its Annual Meeting of Shareholders in the Ball Room at the Holiday Inn in Marietta, Ohio. The meeting was well-attended and 85% of the outstanding common shares were represented by proxy. No votes were placed in person.

Three Directors of Peoples were re-elected to serve terms of three years each (expiring in 2005): Frank L. Christy; Rex E. Maiden; and Joseph H. Wesel (Chairman of the Board). Directors of Peoples who continue to serve after the 2002 Annual Meeting include Carl Baker, Jr., George W. Broughton, Wilford D. Dimit, Robert E. Evans, Robert W. Price, Thomas C. Vadakin, and Paul T. Theisen.

Voting results were as follows:

Shareholder Voting Results

Nominee	For	Withheld	Against
Frank L. Christy	6,049,325	27,010	111
Rex E. Maiden	6,049,552	26,033	1,861
Joseph H. Wesel	6,049,799	26,365	1,282

The proposal to approve the Peoples Bancorp Inc. 2002 Stock Option Plan, under which 425,000 common shares of Peoples will be available for issuance, was also approved by the shareholders of Peoples. The vote on this proposal was as follows:

For	Against	Abstentions
5,839,704	165,782	71,960

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ITEM 6: Exhibits and Reports on Form 8-K.  
a) Exhibits:

EXHIBIT INDEX

Exhibit Number	Description	Exhibit Location
10	Peoples Bancorp Inc. 2002 Stock Option Plan	Incorporated herein by reference to Exhibit 10 to Peoples' Registration Statement on Form S-8 (Registration No. 333-86246)
11	Computation of Earnings Per Share	Incorporated herein by reference to Exhibit 11 to Peoples' Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2002 (File No. 0-16772)

b) Reports on Form 8-K:

Peoples filed the following reports on Form 8-K during the three months ended March 31, 2002:

- 1) Filed January 4, 2002 - News release announcing the signing of a definitive agreement to acquire all the outstanding common shares of First Colony Bancshares, Inc.
- 2) Filed January 22, 2002 - News release announcing Peoples' earnings for the fourth quarter of 2001 and year ended December 31, 2001.
- 3) Filed February 14, 2002 - News release announcing the declaration of a \$0.15 per share dividend by Peoples' Board of Directors.
- 4) Filed March 29, 2002 - News release announcing Peoples will report first quarter gains and increased operating earnings.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PEOPLES BANCORP INC.

Date: December 12, 2002

By: /s/ ROBERT E. EVANS

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Robert E. Evans  
President and Chief Executive Officer

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Date: December 12, 2002

By: /s/ JOHN W. CONLON

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John W. Conlon  
Chief Financial Officer

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CERTIFICATIONS

I, Robert E. Evans, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A (Amendment No. 1) of Peoples Bancorp Inc.; and
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: December 12, 2002

By: /s/ ROBERT E. EVANS

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Robert E. Evans  
President and Chief Executive Officer

I, John W. Conlon, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A (Amendment No. 1) of Peoples Bancorp Inc.; and
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: December 12, 2002

By: /s/ JOHN W. CONLON

-----  
John W. Conlon  
Chief Financial Officer

EXHIBIT INDEX

PEOPLES BANCORP INC. QUARTERLY REPORT ON FORM 10-Q/A  
FOR QUARTERLY PERIOD ENDED MARCH 31, 2002

Exhibit Number	Description	Exhibit Location
----- 10	Peoples Bancorp Inc.	Incorporated herein by reference

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	2002 Stock Option Plan	to Exhibit 10 to Peoples' Registration Statement on Form S-8 (Registration No. 333-86246)
11	Computation of Earnings Per Share	Incorporated herein by reference to Exhibit 11 to Peoples' Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2002 (File No. 0-16772)