

PEOPLES BANCORP INC

Form 4

December 15, 2004

FORM 4**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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROUGHTON GEORGE W

(Last) (First) (Middle)

**PEOPLES BANCORP INC LEGAL
DEPARTMENT, P O BOX 738**

(Street)

MARIETTA, OH 45750-0738

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PEOPLES BANCORP INC [PEBO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2004

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/15/2004		G	180 D \$ 0	148,598	D	
Common Stock					7,617	I	As Custodian
Common Stock					16,637	I	As Trustee
Common Stock					558	I	by Corporation
Common Stock					105	I	by Daughter

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Common Stock 16,333 I by Spouse ⁽¹⁾

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Deferred Compensation	(2)					08/08/1988(2)	(2) Common Stock 1,19
Non-Qualified Stock Option (right to buy)	\$ 13.23					10/10/1997(3)	04/10/2007 Common Stock 1,04
Non-Qualified Stock Option (right to buy)	\$ 13.483					04/13/2000	04/13/2010 Common Stock 1,73
Non-Qualified Stock Option (right to buy)	\$ 15.449					10/15/1999(3)	04/15/2009 Common Stock 1,25
Non-Qualified Stock Option (right to buy)	\$ 21.302					04/08/1998	04/09/2008 Common Stock 1,72
Non-Qualified Stock Option (right to buy)	\$ 21.705					04/10/2004	04/10/2013 Common Stock 1,15
Non-Qualified Stock Option (right to buy)	\$ 24.533					04/11/2003	04/11/2012 Common Stock 1,15

Non-Qualified

Stock Option \$ 27.511

(right to buy)

04/08/2005

04/08/2014

Common
Stock

1,15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROUGHTON GEORGE W PEOPLES BANCORP INC LEGAL DEPARTMENT P O BOX 738 MARIETTA, OH 45750-0738	X			

Signatures

By: Donald J. Landers For: George W.
Broughton

12/15/2004

__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) Reporting person disclaims beneficial ownership of these shares.
- (2) Shares are only payable subsequent to termination of service pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.
- (3) 100% vested 6 months from 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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