

PEOPLES BANCORP INC
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
BAKER CARL JR

(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)

01/01/2005

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	9,924	D	
Common Stock				(A) or (D)	38,804	I	As Beneficiary
Common Stock				(A) or (D)	6,943	I	As Trustee
Common Stock				(A) or (D)	6,352	I	by Corporation

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation	(1)	01/01/2005		A	2	(1)	(1)	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 8.064					10/04/1995	04/04/2005	Common Stock	1,04
Non-Qualified Stock Option (right to buy)	\$ 8.422					02/08/1999	02/08/2005	Common Stock	1,39
Non-Qualified Stock Option (right to buy)	\$ 11.87					07/23/1997(2)	01/23/2007	Common Stock	1,39
Non-Qualified Stock Option (right to buy)	\$ 13.23					10/10/1997	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)	\$ 13.595					02/01/2000	02/01/2010	Common Stock	434
Non-Qualified Stock Option (right to buy)	\$ 21.705					04/10/2004	04/10/2013	Common Stock	1,15
Non-Qualified Stock Option	\$ 24.533					04/11/2003	04/11/2012	Common Stock	1,15

(right to buy)

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
BAKER CARL JR 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	X			

Signatures

By: Donald J. Landers For: Carl
Baker, Jr.

01/04/2005

__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) 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.
- (2) 20% vested six-months from date of grant; thereafter, 20% annual vesting 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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