

PEOPLES BANCORP INC

Form 4

April 25, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONLON JOHN W

(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)

04/21/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

CFO & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	04/21/2005		M		406	A	\$ 13.577	18,766	D
Common Stock	04/21/2005		M		94	A	\$ 14.915	18,860	D
Common Stock								13,872	I
Common Stock								8	I
Common Stock								5,025	I
									401(k) Plan
									by Spouse
									by Spouse (401(k))

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 13.577	04/21/2005		M		406		04/27/2003 ⁽¹⁾	04/27/2010	Common Stock	406
Incentive Stock Option (right to buy)	\$ 14.919	04/21/2005		M		94		04/01/2002 ⁽¹⁾	04/01/2009	Common Stock	94
Incentive Stock Option (right to buy)	\$ 18.704							07/23/2000 ⁽²⁾	07/23/2008	Common Stock	83
Incentive Stock Option (right to buy)	\$ 18.976							12/03/1999 ⁽²⁾	12/03/2007	Common Stock	7,976
Incentive Stock Option (right to buy)	\$ 22.324							03/27/2006	03/27/2013	Common Stock	3,976
Incentive Stock Option (right to buy)	\$ 23.593							05/09/2005	05/09/2012	Common Stock	2,476
Incentive Stock Option (right to buy)	\$ 27.38							02/10/2008	02/10/2015	Common Stock	1,276
Incentive Stock Option (right to buy)	\$ 13.577							04/27/2003	04/27/2010	Common Stock	63

Non-Qualified Stock Option (right to buy)	\$ 22.324	03/27/2006	03/27/2013	Common Stock	2,1
Non-Qualified Stock Option (right to buy)	\$ 23.593	05/09/2005	05/09/2012	Common Stock	1,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLON JOHN W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			CFO & Treasurer	

Signatures

John W. Conlon 04/25/2005

__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) 25% annual vesting beginning 3 years after date of grant.

(2) 25% annual vesting beginning 2 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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