

PEOPLES BANCORP INC

Form 4

December 02, 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)
12/01/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
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	12/01/2005		M		5,956	A	\$ 18.976	25,073	D
Common Stock	12/01/2005		S		5,956	D	\$ 29.545	19,117	D
Common Stock	12/01/2005		M		1,200	A	\$ 18.976	20,317	D
Common Stock	12/01/2005		S		1,200	D	\$ 29.504	19,117	D
Common Stock	12/01/2005		M		800	A	\$ 18.976	19,917	D

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Common Stock	12/01/2005	S	800	D	\$ 29.5	19,117	D	
Common Stock						3,221	I	401(k) Plan
Common Stock						8	I	by Spouse
Common Stock						3,249	I	by Spouse (401(k))

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

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(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 Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 18.976	12/01/2005		M	5,956	12/03/1999 ⁽¹⁾ 12/03/2007	Common Stock				5
Incentive Stock Option (right to buy)	\$ 18.976	12/01/2005		M	1,200	12/03/1999 ⁽¹⁾ 12/03/2007	Common Stock				1
Incentive Stock Option (right to buy)	\$ 18.976	12/01/2005		M	800	12/03/1999 ⁽¹⁾ 12/03/2007	Common Stock				
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003 ⁽²⁾ 04/27/2010	Common Stock				1
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002 ⁽²⁾ 04/01/2009	Common Stock				3
	\$ 18.704					07/23/2000 ⁽¹⁾ 07/23/2008					

Incentive Stock Option (right to buy)					Common Stock	
Incentive Stock Option (right to buy)	\$ 22.324		03/27/2006	03/27/2013	Common Stock	3
Incentive Stock Option (right to buy)	\$ 23.593		05/09/2005	05/09/2012	Common Stock	2
Incentive Stock Option (right to buy)	\$ 27.38		02/10/2008	02/10/2015	Common Stock	1
Incentive Stock Option (right to buy)	\$ 13.577		04/27/2003	04/27/2010	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 22.324		03/27/2006	03/27/2013	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 23.593		05/09/2005	05/09/2012	Common Stock	1

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 12/02/2005

__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 2 years after date of grant.

(2) 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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