

PEOPLES BANCORP INC
Form 4
May 15, 2006

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)
05/11/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 12,371 | D | |
| Common Stock | | | | | 38,804 | I | As Beneficiary |
| Common Stock | | | | | 6,943 | I | As Trustee |
| Common Stock | | | | | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 29.12 | 05/11/2006 | | A | 1,200 | 11/11/2006 05/11/2016 | Common Stock |
| Deferred Compensation | <u>(1)</u> | | | | | 08/08/1988 ⁽¹⁾ ⁽¹⁾ | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.87 | | | | | 07/23/1997 ⁽²⁾ 01/23/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.23 | | | | | 10/10/1997 04/10/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.483 | | | | | 04/13/2000 04/13/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.595 | | | | | 02/01/2000 02/01/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 21.705 | | | | | 04/10/2004 04/10/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 24.533 | | | | | 04/11/2003 04/11/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.01 | | | | | 04/14/2006 04/14/2015 | Common Stock |

Non-Qualified
 Stock Option \$ 27.511
 (right to buy)

04/08/2005 04/08/2014 Common
 Stock

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. 05/15/2006

__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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.