PEOPLES BANCORP INC

Form 4

February 25, 2008

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: Estimated average

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OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * HOLDREN LARRY E			2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer					
			PEOPLES BANCORP INC [PEBO]						(Check all applicable)					
(Last)	(First) (M	iddle)	3. Date of Earliest Transaction						`,					
138 PUTNAM STREET, P.O. BOX			(Month/Da	•					Director _X_ Officer (gi		6 Owner er (specify			
738	MISTREET, P.O.	. BUX	02/20/20	800					below)	below)	er (speerry			
130									Execu	itive Vice Presid	lent			
	(Street) 4.				Date	e Original			6. Individual or Joint/Group Filing(Check					
Filed(Month/Day/Year)							Applicable Line) _X_ Form filed by One Reporting Person							
MARIETTA	, ОН 45750								Form filed by Person	1 0				
(City)	(State)	Zip)	Table	I - Non	-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned			
1.Title of	2. Transaction Date			3.		4. Securi			5. Amount of	6. Ownership	7. Nature of			
Security (Month/Day/Year) Execution			n Date, if TransactionAcquired (A) or Code Disposed of (D)						Securities Beneficially	Form: Direct (D) or	Indirect Beneficial			
(Ilisti. 3)	Instr. 3) any (Month/Day/Y			1					Owned Indirect (I) Ownership					
		`	,	`					Following	(Instr. 4)	(Instr. 4)			
							(A)		Reported Transaction(s)					
				C 1	T 7	A	or	ъ.	(Instr. 3 and 4)					
Common				Code	V	Amount	(D)	Price						
Stock	02/20/2008			A		136	A	\$ 0	9,275	D				
Common									13,614	I	401(k)			

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

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Plan

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transac Code (Instr. 8		Derive Security Acquerate (A) of (Dispose)	vative crities cuired or osed O) r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code `	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Stock Appreciation Rights	\$ 23.77	02/20/2008		A		588	}	02/20/2010	02/20/2018	Common Stock	58
Incentive Stock Option (right to buy)	\$ 13.577							04/27/2003	04/27/2010	Common Stock	3,8
Incentive Stock Option (right to buy)	\$ 14.919							04/01/2002(1)	04/01/2009	Common Stock	7,6
Incentive Stock Option (right to buy)	\$ 18.704							07/23/2000(2)	07/23/2008	Common Stock	81
Incentive Stock Option (right to buy)	\$ 23.59							05/09/2005	05/09/2012	Common Stock	2,4
Incentive Stock Option (right to buy)	\$ 28.25							02/09/2009	02/09/2016	Common Stock	1,5
Non-Qualified Stock Option (right to buy)	\$ 22.324							12/29/2005	03/27/2013	Common Stock	6,6
Non-Qualified Stock Option (right to buy)	\$ 23.59							05/09/2005	05/09/2012	Common Stock	1,7
Non-Qualified Stock Option (right to buy)	\$ 27.38							12/29/2005	02/10/2015	Common Stock	58
Stock Appreciation Rights	\$ 29.25							02/13/2010	02/13/2017	Common Stock	76

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOLDREN LARRY E 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750

Executive Vice President

Signatures

By: Carol A. Schneeberger For: Larry E. Holdren

02/25/2008

**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. 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.

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