

PEOPLES BANCORP INC  
Form 4  
February 25, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**YAZOMBEC JOSEPH S**

(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)

02/23/2011

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)

Executive Vice President

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) Price  |   |  |                                   |
| Common Stock                    | 02/23/2011                           |  | A <sup>(1)</sup>               | 101 A \$ 0  | 27,894.054  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 16,308  | I  | 401(k) Plan                       |

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

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SEC 1474 (9-02)

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**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Incentive Stock Option (Right to Buy)      | \$ 14.919  |                                      |  |                                |   | 04/01/2002 <sup>(2)</sup>                                | 04/01/2009  | Common Stock | 7,688                      |
| Incentive Stock Option (Right to Buy)      | \$ 23.59   |                                      |  |                                |   | 05/09/2005   | 05/09/2012  | Common Stock | 1,924                      |
| Incentive Stock Option (Right to Buy)      | \$ 28.25   |                                      |  |                                |   | 02/09/2009   | 02/09/2016  | Common Stock | 2,388                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 23.59   |                                      |  |                                |   | 05/09/2005   | 05/09/2012  | Common Stock | 2,944                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 27.38   |                                      |  |                                |   | 12/09/2005   | 02/10/2015  | Common Stock | 2,430                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 22.324  |                                      |  |                                |   | 12/29/2005   | 03/27/2013  | Common Stock | 6,679                      |
| Stock Appreciation Rights                  | \$ 29.25   |                                      |  |                                |   | 02/13/2010   | 02/13/2017  | Common Stock | 1,444                      |
| Stock Appreciation Rights                  | \$ 23.77   |                                      |  |                                |   | 02/20/2010   | 02/20/2018  | Common Stock | 1,666                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

YAZOMBEEK JOSEPH S  
138 PUTNAM STREET  
P.O. BOX 738  
MARIETTA, OH 45750

Executive Vice President

## Signatures

/s/ Edward G. Sloane, attorney-in-fact for Mr.  
Yazombek

02/25/2011

\_\_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) Restricted shares granted from the 2006 Equity Plan, subject to terms of agreement and vesting schedules.
  - (2) 25% annual vesting beginning 3 years after date of grant.

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