

PEOPLES BANCORP INC
Form 5
February 14, 2005

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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2005
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1. Name and Address of Reporting Person *
BRADLEY MARK F

(Last) (First) (Middle)

**138 PUTNAM STREET, P.O.
BOX 738**

(Street)

2. Issuer Name and Ticker or Trading
Symbol
PEOPLES BANCORP INC [PEBO]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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)
Chief Operating Officer

6. Individual or Joint/Group Reporting

(check applicable line)

MARIETTA, OH 45750

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2004	Â	J	24 ⁽¹⁾ A \$ 0 3,850	I	401(k) Plan	
Common Stock	Â	Â	Â	Â Â Â 516	D	Â	

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

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SEC 2270
(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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Deferred Compensation	Â	Â	Â	Â	Â Â	08/08/1988 ⁽²⁾ Â ⁽²⁾	Common Stock 1
Incentive Stock Option (right to buy)	\$ 13.577	Â	Â	Â	Â Â	04/27/2003 04/27/2010	Common Stock 5
Incentive Stock Option (right to buy)	\$ 14.919	Â	Â	Â	Â Â	04/01/2002 ⁽³⁾ 04/01/2009	Common Stock 7
Incentive Stock Option (right to buy)	\$ 18.704	Â	Â	Â	Â Â	07/23/2000 ⁽⁴⁾ 07/23/2008	Common Stock 1
Incentive Stock Option (right to buy)	\$ 18.976	Â	Â	Â	Â Â	12/03/1999 12/03/2007	Common Stock 3
Incentive Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â Â	03/27/2006 03/27/2013	Common Stock 3
Incentive Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â Â	05/09/2005 05/09/2012	Common Stock 2
Non-Qualified Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â Â	03/27/2006 03/27/2013	Common Stock 2
Non-Qualified Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â Â	05/09/2005 05/09/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY MARK F 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	Â	Â	Â Chief Operating Officer	Â

Signatures

By: Donald J. Landers For: Mark F.
Bradley

02/14/2005

__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) Update 401K Balance

(2) 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.

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

(4) 25% annual vesting beginning 2 years after date of grant.

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