

BAKER DAVID B
Form 4
February 14, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER DAVID B

(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)

02/10/2005

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 ____ Other (specify
below) below)

Executive Vice President

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)
Common Stock			Code	V Amount (D) Price	24,889	D	

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

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information contained in this form are not
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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)

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 27.38	02/10/2005		A	456	02/10/2008 02/10/2015	Common Stock	456
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003 04/27/2010	Common Stock	3,800
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002 ⁽¹⁾ 04/01/2009	Common Stock	7,600
Incentive Stock Option (right to buy)	\$ 18.704					07/23/2000 ⁽²⁾ 07/23/2008	Common Stock	8,000
Incentive Stock Option (right to buy)	\$ 18.976					12/03/1999 ⁽²⁾ 12/03/2007	Common Stock	7,900
Incentive Stock Option (right to buy)	\$ 22.324					03/27/2006 03/27/2013	Common Stock	3,900
Incentive Stock Option (right to buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	2,400
Non-Qualified Stock Option (right to buy)	\$ 22.324					03/27/2006 03/27/2013	Common Stock	1,400
Non-Qualified Stock Option (right to buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	600

Reporting Owners

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

BAKER DAVID B
138 PUTNAM STREET
P.O. BOX 738
MARIETTA, OH 45750

Executive Vice President

Signatures

By: Donald J. Landers For: David B.
Baker

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) 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.

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