

PEOPLES BANCORP INC

Form 5

February 14, 2008

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SCHNEEBERGER CAROL A

(Last)

(First)

(Middle)

**138 PUTNAM STREET,Â 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)
12/31/20074. 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 Reporting

(check applicable line)

MARIETTA,Â OHÂ 45750

(City)

(State)

(Zip)

☒ 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 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	04/02/2007	Â	J	15 ⁽¹⁾ A \$ 26.712	11,811	D	Â
Common Stock	07/02/2007	Â	J	15 ⁽¹⁾ A \$ 27.258	11,826	D	Â
Common Stock	10/01/2007	Â	J	17 ⁽¹⁾ A \$ 26.816	11,843	D	Â
Common Stock	03/31/2007	Â	J	297 ⁽²⁾ A \$ 26.41	10,627	I	401(k) Plan

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Common Stock	06/30/2007	Â	J	678 <u>(2)</u>	A	\$ 26.19	11,305	I	401(k) Plan
Common Stock	09/30/2007	Â	J	297 <u>(2)</u>	D	\$ 26.18	11,008	I	401(k) Plan
Common Stock	12/31/2007	Â	J	204 <u>(2)</u>	A	\$ 0	11,212	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 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 13.577	Â	Â	Â	Â Â	04/27/2003 ⁽³⁾ 04/27/2010	Common Stock 4
Incentive Stock Option (right to buy)	\$ 14.919	Â	Â	Â	Â Â	04/01/2002 04/01/2009	Common Stock 2
Incentive Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â Â	05/09/2005 05/09/2012	Common Stock 1
Incentive Stock Option (right to buy)	\$ 28.25	Â	Â	Â	Â Â	02/09/2009 02/09/2016	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â Â	12/29/2005 03/27/2013	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â Â	05/09/2005 05/09/2012	Common Stock 1
	\$ 27.38	Â	Â	Â	Â Â	12/29/2005 02/10/2015	

Common
Stock

 $\hat{A}$ $\hat{A}$ $\hat{A}$ $\hat{A}$

02/13/2010

02/13/2017

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEEBERGER CAROL A 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			Executive Vice President	

Signatures

Carol A.
Schneeberger

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 received as a result of participation in the Dividend Reinvestment Program.
- (2) Contribution to 401(k) plan.
- (3) 25% annual vesting beginning 3 years after date of grant.

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