

PEOPLES BANCORP INC

Form 4

April 26, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YAZOMBK 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)

04/23/2010

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)

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/23/2010		M		3,812	A	\$ 13.577	31,405	D
Common Stock	04/23/2010		S		612	D	\$ 18.45	30,793	D
Common Stock	04/23/2010		S		1,000	D	\$ 18.3	29,793	D
Common Stock	04/23/2010		S		200	D	\$ 18.305	29,593	D
Common Stock	04/23/2010		S		100	D	\$ 18.302	29,493	D

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Common Stock	04/23/2010	S	400	D	\$ 18.301	29,093	D	
Common Stock	04/23/2010	S	500	D	\$ 18.35	28,593	D	
Common Stock	04/23/2010	S	800	D	\$ 18.41	27,793	D	
Common Stock	04/23/2010	S	200	D	\$ 18.415	27,593	D	
Common Stock						16,080	I	401(k) Plan

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

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(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 (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)	8. An or Nu of Sh
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (Right to Buy)	\$ 13.577	04/23/2010		M	3,812	04/27/2003 ⁽¹⁾	04/27/2010	Common Stock
Incentive Stock Option (Right to Buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock
Incentive Stock Option (Right to Buy)	\$ 28.25					02/09/2009	02/09/2016	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock
Non-qualified Stock Option	\$ 27.38					12/09/2005	02/10/2015	Common Stock

(Right to Buy)

Non-qualified

Stock Option \$ 22.324

(Right to Buy)

12/29/2005

03/27/2013

Common
Stock

6

Stock

Appreciation \$ 29.25

Rights

02/13/2010

02/13/2017

Common
Stock

1

Stock

Appreciation \$ 23.77

Rights

02/20/2010

02/20/2018

Common
Stock

1

Reporting Owners

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

04/26/2010

**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.

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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