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PEOPLES BANCORP INC

Form 4

August 16, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- Name and Address of Reporting Person(s) Schneeberger, Carol A.
 138 Putnam Street
 P.O. Box 738

Marietta, OH 45750-0738

- Issuer Name and Ticker or Trading Symbol Peoples Bancorp Inc. (PEBO)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year 08/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below)

Executive Vice President

Operations

- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] Form filed by One Reporting Person
 - $\left[\ \right]$ Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2)Trans- action	3.Trans- action	4.Securities Acquired(A) or Disposed of (D)		
	Date	Code	1	Α	,
	(Month/			or	
	Day/Year)	Code V	Amount	D	Price
Common Stock	08/13/02	М	2,600	А	\$8.802
Common Stock	08/13/02	S	2,600	D	\$29.000
Common Stock	08/14/02	M	2,800	A	\$8.802
Common Stock	08/14/02	S	2,800	D	\$29.000
Common Stock	08/14/02	М	600	A	\$8.802
Common Stock	08/14/02	S	600	D	\$29.040
Common Stock					

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1)Title of Derivative Security	•	3)Trans- action Date	4)Trans- action Code	5) Number of Der Securities Acqu or Disposed of	ired (A)
	Security		Code V	A	D

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<pre>Incentive Stock Option (right to buy)</pre>	\$8.802	08/13/02	М	2,600
Incentive Stock Option (right to buy)	\$8.802	08/14/02	М	2,800
Incentive Stock Option (right to buy)	\$8.802	08/14/02	М	600
<pre>Incentive Stock Option (right to buy)</pre>	\$14.256			
<pre>Incentive Stock Option (right to buy)</pre>	\$15.665			
<pre>Incentive Stock Option (right to buy)</pre>	\$19.639			
<pre>Incentive Stock Option (right to buy)</pre>	\$19.925			
Incentive Stock Option (right to buy)	\$23.764			
Incentive Stock Option (right to buy)	\$24.770			
Non-Qualified Stock Option (right to buy)	\$24.770			

		Acquired, Disposed of, or Ben	-	
1)Title of Derivative	3)Trans- action		Amount or	8)Price of Deri- vative
			Number of	Security
-		Title	Shares	
<pre>Incentive Stock Option (right to buy)</pre>	08/13/02	Common Stock	2,600	
Incentive Stock Option (right	08/14/02	Common Stock	2,800	
to buy)				
Incentive Stock Option (right	08/14/02	Common Stock	600	
to buy)		Canna Charl	4 520	
<pre>Incentive Stock Option (right to buy)</pre>		Common Stock	4,538	
Incentive Stock Option (right		Common Stock	7,321	
to buy)			.,	
Incentive Stock Option (right		Common Stock	779	
to buy)				
Incentive Stock Option (right		Common Stock	7 , 579	
to buy)			505	
Incentive Stock Option (right		Common Stock	585	
to buy) Incentive Stock Option (right		Common Stock	2,228	
to buy)		Common Stock	2,220	
Non-Qualified Stock Option		Common Stock	1,217	

SIGNATURE OF REPORTING PERSON
/S/ By: Gary L. Kriechbaum, Attorney-In-Fact
For: Carol A. Schneeberger
DATE 08/16/02

(right to buy)