PEOPLES BANCORP INC

Form 4

January 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

PEOPLES BANCORP INC [PERO]

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BROUGHTON GEORGE W

			PEOPLES BANCORP INC [PEBO]		(Check all applicable)				
(Last) (First) (Middle) 138 PUTNAM STREET, P.O. BOX 738		3. Date of Earliest Transaction (Month/Day/Year) 01/01/2006			X Director 10% Owner Officer (give title below) Other (specify below)				
			endment, Date Original onth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MARIETT.	A, OH 45750						Person	by More than One	Reporting
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Securities A	cquired, Dispose	d of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) or l of (D)	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)
Stock							148,098	D	
Common Stock							7,777	I	As Custodian
Common Stock							16,637	I	As Trustee
Common Stock							558	I	by Corporation
Common Stock							105	I	by Daughter

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Common Stock

16,333

I

by Spouse (1)

(9-02)

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

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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)	4. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5		7. Title and A Underlying S (Instr. 3 and	Securitie
			Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Deferred Compensation	<u>(2)</u>	01/01/2006	A	8	(2)	(2)	Common Stock	8
Non-Qualified Stock Option (right to buy)	\$ 13.23				10/10/1997(3)	04/10/2007	Common Stock	842
Non-Qualified Stock Option (right to buy)	\$ 13.483				04/13/2000	04/13/2010	Common Stock	1,73
Non-Qualified Stock Option (right to buy)	\$ 15.449				10/15/1999 <u>(4)</u>	04/15/2009	Common Stock	1,25
Non-Qualified Stock Option (right to buy)	\$ 21.302				04/08/1998	04/09/2008	Common Stock	1,72
Non-Qualified Stock Option (right to buy)	\$ 21.705				04/10/2004	04/10/2013	Common Stock	1,15
Non-Qualified Stock Option (right to buy)	\$ 24.533				04/11/2003	04/11/2012	Common Stock	1,15

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Non-Qualified Stock Option (right to buy)	\$ 26.01	04/14/2006	04/14/2015	Common Stock	1,15
Non-Qualified Stock Option (right to buy)	\$ 27.511	04/08/2005	04/08/2014	Common Stock	1,15

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
BROUGHTON GEORGE W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	X					

Signatures

By: Donald J. Landers For: George W.

Broughton

**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) Reporting person disclaims beneficial ownership of these shares.
- (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) 20% vested six-months from date of grant; thereafter, 20% annual vesting from date of grant.
- (4) 100% vested 6 months from 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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