### PEOPLES BANCORP INC

Form 5

February 14, 2006

Transactions Reported

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per OWNERSHIP OF SECURITIES 5 obligations response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

| 1. Name and BRADLEY (Last)  138 PUTN BOX 738  | PLES BANCORP INC [PEBO]  The ment for Issuer's Fiscal Year Ended  The many and the |  |  | Iss<br>BO]<br>ded  | Check all applicable)  Director 10% Owner Other (specify below)  Chief Executive Officer |              |   |                    |   |  |
|---|---|--|--|--|--|--------------|---|--------------------|---|--|
|   | (Street)  |  | nendment, Date Original<br>Ionth/Day/Year) |  |  |              | 6. Individual or Joint/Group Reporting  (check applicable line)   |                    |   |  |
| MARIETTA, OH 45750  _X_ Form Filed by One Reporting Per Form Filed by More than One Rep Person              |   |  |  |  |  |              |   |                    |   |  |
| (City)  | (State)   | (Zip) Ta   | ble I - Non-De                             | rivative Se  | ecuriti  | ies Acquir   | ed, Disposed of,  | or Beneficial      | ly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year)   | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)  | 3.<br>Transaction<br>Code<br>(Instr. 8)    | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price |  | d of (D)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | Ownership Form:    | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
| Common<br>Stock   | 10/01/2005  | Â  | J  | 4  | A  | \$<br>27.628 | 534   | D                  | Â   |  |
| Common<br>Stock   | Â   | Â  | Â  | Â  | Â  | Â            | 4,359   | I                  | 401(k)<br>Plan  |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |   | Persons who respond to the collection of information contained in this form are not required to respond unless |  |  |  |              |   | SEC 2270<br>(9-02) |   |  |

the form displays a currently valid OMB control number.

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Numl<br>of<br>Deriv<br>Secur<br>Acqu<br>(A) o<br>Dispo<br>of (D<br>(Instr<br>4, and | vative rities ired or cosed o) : 3, | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amo<br>Underlying Secu<br>(Instr. 3 and 4) |                            |
|---|---|---|---|---|---|-------------------------------------|--|--------------------|---|----------------------------|
|   |   |   |   |   | (A)   | (D)                                 | Date Exercisable   | Expiration<br>Date | Title   | An<br>or<br>Nu<br>of<br>Sh |
| Deferred<br>Compensation                            | Â   | Â                                       | Â   | Â                                       |   |                                     | 08/08/1988(1)  | (1)                | Common<br>Stock   | 1                          |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 13.577   | Â                                       | Â   | Â                                       | Â   | Â                                   | 04/27/2003   | 04/27/2010         | Common<br>Stock   | 5                          |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 14.919   | Â                                       | Â   | Â                                       | Â   | Â                                   | 04/01/2002(2)  | 04/01/2009         | Common<br>Stock   | 7                          |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 18.704   | Â                                       | Â   | Â                                       | Â   | Â                                   | 07/23/2000(3)  | 07/23/2008         | Common<br>Stock   | 1                          |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 18.976   | Â                                       | Â   | Â                                       | Â   | Â                                   | 12/03/1999(3)  | 12/03/2007         | Common<br>Stock   | 2                          |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 23.59  | Â                                       | Â   | Â                                       | Â   | Â                                   | 05/09/2005   | 05/09/2012         | Common<br>Stock   | 1                          |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 22.324   | Â                                       | Â   | Â                                       | Â   | Â                                   | 12/29/2005   | 03/27/2013         | Common<br>Stock   | 5                          |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 23.59  | Â                                       | Â   | Â                                       | Â   | Â                                   | 05/09/2005   | 05/09/2012         | Common<br>Stock   | 1                          |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 27.38  | Â                                       | Â   | Â                                       | Â   | Â                                   | 12/29/2005   | 02/10/2015         | Common<br>Stock   |                            |

### **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                               |       |  |  |  |  |
|---|---------------|-----------|-------------------------------|-------|--|--|--|--|
| <b>F-</b> 8 -   | Director      | 10% Owner | Officer                       | Other |  |  |  |  |
| BRADLEY MARK F<br>138 PUTNAM STREET<br>P.O. BOX 738<br>MARIETTA, OH 45750 | Â             | Â         | Chief<br>Executive<br>Officer | Â     |  |  |  |  |

## **Signatures**

By: Donald J. Landers For: Mark F.
Bradley
02/14/2006

\*\*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) 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.
- (2) 25% annual vesting beginning 3 years after date of grant.
- (3) 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 provided 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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