

PEOPLES BANCORP INC
Form 4
February 25, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
YAZOMBEC 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)

02/23/2011

4. 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 Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/23/2011		A ⁽¹⁾	101 A \$ 0	27,894.054	D	
Common Stock					16,308	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 1474 (9-02)

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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)	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 14.919					04/01/2002 ⁽²⁾	04/01/2009	Common Stock	7,688
Incentive Stock Option (Right to Buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1,920
Incentive Stock Option (Right to Buy)	\$ 28.25					02/09/2009	02/09/2016	Common Stock	2,380
Non-qualified Stock Option (Right to Buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	2,940
Non-qualified Stock Option (Right to Buy)	\$ 27.38					12/09/2005	02/10/2015	Common Stock	2,430
Non-qualified Stock Option (Right to Buy)	\$ 22.324					12/29/2005	03/27/2013	Common Stock	6,670
Stock Appreciation Rights	\$ 29.25					02/13/2010	02/13/2017	Common Stock	1,440
Stock Appreciation Rights	\$ 23.77					02/20/2010	02/20/2018	Common Stock	1,660

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YAZOMBEEK 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

02/25/2011

__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) Restricted shares granted from the 2006 Equity Plan, subject to terms of agreement and vesting schedules.
 - (2) 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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