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HOLDREN LARRY E

Form 4

December 02, 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.

1. Name and Address of Reporting Person(s)
Holdren, Larry E.
138 Putnam Street
P.O. Box 738

Marietta, OH 45750-0738
2. 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/Day/Year
12/02/2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President
7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) Amount	A or D	Price
Common Stock	11/27/02	M	500	A	\$8.802
Common Stock	11/27/02	S	500	D	\$24.750
Common Stock	11/27/02	M	1,100	A	\$8.802
Common Stock	11/27/02	S	1,100	D	\$24.700
Common Stock					

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

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A	D
Incentive Stock Option (right to buy)	\$8.802	11/27/02	M	500	

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Incentive Stock Option (right to buy)	\$8.802	11/27/02	M	1,100
Incentive Stock Option (right to buy)	\$14.256			
Incentive Stock Option (right to buy)	\$15.665			
Incentive Stock Option (right to buy)	\$19.639			
Incentive Stock Option (right to buy)	\$19.925			
Incentive Stock Option (right to buy)	\$24.770			
Non-Qualified Stock Option (right to buy)	\$24.770			

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
-		Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	11/27/02	Common Stock	500
Incentive Stock Option (right to buy)	11/27/02	Common Stock	1,100
Incentive Stock Option (right to buy)		Common Stock	3,630
Incentive Stock Option (right to buy)		Common Stock	7,321
Incentive Stock Option (right to buy)		Common Stock	778
Incentive Stock Option (right to buy)		Common Stock	7,577
Incentive Stock Option (right to buy)		Common Stock	2,357
Non-Qualified Stock Option (right to buy)		Common Stock	1,657

SIGNATURE OF REPORTING PERSON
 /S/ By: Gary L. Kriechbaum
 For: Larry E. Holdren
 DATE 12/02/02