

PEOPLES BANCORP INC
Form 4
December 21, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
THEISEN PAUL T

(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)

12/20/2004

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)

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	(A) or (D)	Price
Common Stock	12/20/2004		M		10	A	\$ 8.068
Common Stock	12/20/2004		S		10	D	\$ 27.55
Common Stock	12/20/2004		M		1,334	A	\$ 8.068
Common Stock	12/20/2004		M		489	A	\$ 8.068

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 the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/20/2004		M	10	10/04/1995	04/04/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/20/2004		M	1,334	10/04/1995	04/04/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/20/2004		M	489	10/04/1995	04/04/2005	Common Stock
Deferred Compensation	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock <u>(1)</u>
Non-Qualified Stock Option (right to buy)	\$ 13.23					10/10/1997 ⁽²⁾	04/10/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.483					04/13/2000	04/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.302					04/09/1998	04/09/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.705					04/10/2004	04/10/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.533					04/11/2003	04/11/2012	Common Stock

