

PRICE ROBERT W
Form 5
February 17, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PRICE ROBERT W

2. Issuer Name and Ticker or Trading Symbol
PEOPLES BANCORP INC [PEBO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

138 PUTNAM STREET, P.O. BOX 738

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MARIETTA, OH 45750

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 01/02/2008 | Â | J | 125 <u>(1)</u> A | \$ 26.04 14,916 | D | Â |
| Common Stock | 04/01/2008 | Â | J | 134 <u>(1)</u> A | \$ 24.55 15,350 | D | Â |
| Common Stock | 07/01/2008 | Â | J | 169 <u>(1)</u> A | \$ 20.46 15,519 | D | Â |
| Common Stock | 10/01/2008 | Â | J | 161 <u>(1)</u> A | \$ 22.262 15,680 | D | Â |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title |
| Deferred Compensation | ^ | ^ | ^ | ^ | ^ ^ | 08/08/1988 ⁽²⁾ ^ ⁽²⁾ | 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 |
| Non-Qualified Stock Option (right to buy) | \$ 26.01 | ^ | ^ | ^ | ^ ^ | 04/14/2006 04/14/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 27.511 | ^ | ^ | ^ | ^ ^ | 04/08/2005 04/08/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 29.12 | ^ | ^ | ^ | ^ ^ | 11/11/2006 05/11/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PRICE ROBERT W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750 | ^ X | ^ | ^ | ^ |

Signatures

By: Edward G. Sloane For: Robert W.
Price

02/17/2009

__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 received as a result of participation in the Dividend Reinvestment Program.
- (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.

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.