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PEOPLES BANCORP INC

Form 4

February 11, 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)
Schneeberger, Carol A.
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/Year
01/02
5. If Amendment, Date of Original (Month/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
Operations
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 | 01/23/02 | M | 500 | A \$9.682 |
| 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) | \$9.682 | 01/23/02 | M | 500 |
| Incentive Stock Option (right to buy) | \$15.682 | | | |
| Incentive Stock Option (right to buy) | \$17.231 | | | |

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to buy)
 Incentive Stock Option (right \$21.603
 to buy)
 Incentive Stock Option (right \$21.917
 to buy)
 Incentive Stock Option (right \$23.764
 to buy)

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) | 01/23/02 | Common Stock | 500 |
| Incentive Stock Option (right to buy) | | Common Stock | 4,125 |
| Incentive Stock Option (right to buy) | | Common Stock | 6,655 |
| Incentive Stock Option (right to buy) | | Common Stock | 708 |
| Incentive Stock Option (right to buy) | | Common Stock | 6,890 |
| Incentive Stock Option (right to buy) | | Common Stock | 585 |

SIGNATURE OF REPORTING PERSON
 /S/ Schneeberger, Carol A.
 DATE 02/11/02