

PEOPLES BANCORP INC
Form 8-K
May 28, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 28, 2008

PEOPLES BANCORP INC.

(Exact name of Registrant as specified in its charter)

| | | |
|--|--------------------------|---|
| Ohio | 0-16772 | 31-0987416 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| | |
|--|------------|
| 138 Putnam Street, PO Box 738 Marietta, Ohio | 45750 |
| (Address of principal executive office) | (Zip Code) |

| | |
|---|-------------------|
| Registrant's telephone number, including area code: | (740) 373-3155 |
|---|-------------------|

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Index to Exhibits on Page 3

1

Item 8.01 Other Events

On May 28, 2008, Peoples Bank, National Association (“Peoples Bank”), a wholly-owned subsidiary of Peoples Bancorp Inc. (Nasdaq: PEBO) announced the signing of a purchase and assumption agreement with First National Bank of Grayson. In accordance with the agreement, Peoples Bank is to sell its Grayson, Kentucky banking office to First National Bank of Grayson. A copy of the news release is attached as Exhibit 99 to this current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

a) through (c) not applicable

d) Exhibits: The following exhibits are filed with this Current Report on Form 8-K:

| Exhibit Number | Description |
|-------------------|-------------------------------------|
| 99 | News Release issued May 28, 2008 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PEOPLES BANCORP INC.

Date: May 28, 2008

By: EDWARD G. SLOANE

/s/

Edward G. Sloane
Chief Financial Officer and Treasurer

INDEX TO EXHIBITS

| Exhibit Number | Description |
|-------------------|-------------------------------------|
| 99 | News Release issued May 28, 2008 |

