

SCHNEEBERGER CAROL A
 Form 5
 February 17, 2009

FORM 5

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

OMB APPROVAL

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 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 *
 SCHNEEBERGER CAROL A

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

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)
 Executive Vice President

6. Individual or Joint/Group Reporting

(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 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	20 ⁽¹⁾	A \$ 26.04	11,863	D Â
Common Stock	04/01/2008	Â	J	42 ⁽¹⁾	A \$ 24.55	15,225	D Â
Common Stock	07/01/2008	Â	J	53 ⁽¹⁾	A \$ 20.46	15,278	D Â
Common Stock	10/01/2008	Â	J	36 ⁽¹⁾	A \$ 22.262	15,314	D Â

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Common Stock 12/31/2008 Â J 1,210
(2) A \$ 0 12,422 I 401(k) Plan

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 Amount of Underlying Security
Incentive Stock Option (right to buy)	\$ 13.577	Â	Â	Â	Â Â	04/27/2003 ⁽³⁾ 04/27/2010	Common Stock 4
Incentive Stock Option (right to buy)	\$ 14.919	Â	Â	Â	Â Â	04/01/2002 04/01/2009	Common Stock 1
Incentive Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â Â	05/09/2005 05/09/2012	Common Stock 1
Incentive Stock Option (right to buy)	\$ 28.25	Â	Â	Â	Â Â	02/09/2009 02/09/2016	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â Â	12/29/2005 03/27/2013	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â Â	05/09/2005 05/09/2012	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 27.38	Â	Â	Â	Â Â	12/29/2005 02/10/2015	Common Stock
Stock Appreciation	\$ 23.77	Â	Â	Â	Â Â	02/20/2010 02/20/2018	Common Stock 1

Rights

Stock

Appreciation	\$ 29.25	Â	Â	Â	Â	02/13/2010	02/13/2017	Common Stock
Rights								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEEBERGER CAROL A 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	Â	Â	Â Executive Vice President	Â

Signatures

By: Edward G. Sloane For: Carol A. Schneeberger
Date: 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) Contribution to 401(k) plan.
- (3) 25% annual vesting beginning 3 years after date of grant.

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.