

SCHNEEBERGER CAROL A  
 Form 4  
 February 26, 2010

**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 \*  
 SCHNEEBERGER CAROL A

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)  
 138 PUTNAM STREET, P.O. BOX 738

3. Date of Earliest Transaction (Month/Day/Year)  
 02/26/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

(Street)  
 MARIETTA, OH 45750

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (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)  | Price   |  |   |        |   |             |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |        |   |             |
| Common Stock                    | 02/26/2010                           |  | M                              |   | 2,000   | A  | \$ 13.577   | 17,461 | D |             |
| Common Stock                    | 02/26/2010                           |  | S                              |   | 2,000   | D  | \$ 14.5   | 15,461 | D |             |
| Common Stock                    |                                      |  |                                |   |   |  |   | 14,381 | I | 401(k) Plan |

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**

SEC 1474 (9-02)

number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (Right to Buy)      | \$ 13.577  | 02/26/2010                           |  | M                              | 2,000   | 04/27/2003 <sup>(1)</sup> 04/27/2010                     | Common Stock 2  |
| Incentive Stock Option (Right to Buy)      | \$ 23.59   |                                      |  |                                |   | 05/09/2005 05/09/2012                                    | Common Stock 1  |
| Incentive Stock Option (Right to Buy)      | \$ 28.25   |                                      |  |                                |   | 02/09/2009 02/09/2016                                    | Common Stock 1  |
| Non-qualified Stock Option (Right to Buy)  | \$ 23.59   |                                      |  |                                |   | 05/09/2005 05/09/2012                                    | Common Stock 1  |
| Non-qualified Stock Option (Right to Buy)  | \$ 22.324  |                                      |  |                                |   | 12/29/2005 03/27/2013                                    | Common Stock 6  |
| Non-qualified Stock Option (Right to Buy)  | \$ 27.38   |                                      |  |                                |   | 12/29/2005 02/10/2015                                    | Common Stock 7  |
| Stock Appreciation Rights                  | \$ 29.25   |                                      |  |                                |   | 02/13/2010 02/13/2017                                    | Common Stock 9  |
| Stock Appreciation Rights                  | \$ 23.77   |                                      |  |                                |   | 02/20/2010 02/20/2018                                    | Common Stock 1  |

## 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

Executive Vice President

## Signatures

/s/ Edward G. Sloane, attorney-in-fact for Ms.  
Schneeberger

02/26/2010

\_\_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) 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 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.