

BRADLEY MARK F

Form 4

September 01, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADLEY MARK F

(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. Date of Earliest Transaction
(Month/Day/Year)

09/01/2010

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 ____ Other (specify
below) below)

Former CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Stock	09/01/2010		M ⁽²⁾	1,682 A	\$ 12.09	5,443	D
Common Stock					7,836	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
number.**

SEC 1474
(9-02)

Edgar Filing: BRADLEY MARK F - Form 4

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation	(1)	09/01/2010		M(2)	1,682	(1)	(1)	Common Stock	1,682
Incentive Stock Option (Right to Buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1,582
Incentive Stock Option (Right to Buy)	\$ 28.25					02/09/2009	02/09/2016	Common Stock	2,925
Non-qualified Stock Option (Right to Buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1,250
Non-qualified Stock Option (Right to Buy)	\$ 22.324					12/29/2005	03/27/2013	Common Stock	5,750
Non-qualified Stock Option (Right to Buy)	\$ 27.38					12/29/2005	02/10/2015	Common Stock	450
Stock Appreciation Rights	\$ 29.25					02/13/2010	02/13/2017	Common Stock	1,750
Stock Appreciation Rights	\$ 23.77					02/20/2010	02/20/2018	Common Stock	1,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY MARK F 138 PUTNAM STREET				Former CEO

P.O. BOX 738
MARIETTA, OH 45750

Signatures

/s/ Edward G. Sloane, attorney-in-fact for Mr.
Bradley

09/01/2010

____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) Price, allocation to Insider's account, and shares payable pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.
- (2) Transfer represents lump sum distribution of deferred compensation balance, 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 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.