PEOPLES BANCORP INC

Form 5

February 14, 2005

FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Expires: 2005
Estimated average burden hours per response... 1.0

Number:

5. Relationship of Reporting Person(s) to

3235-0362

January 31,

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4
30(h) of the Investment Company Act of 1940

Form 4 Transactions

Transactions Reported

1. Name and Address of Reporting Person *

			Symbol PEOPLES BANCORP INC [PEBO]				Issuer				
(Last)	` /	Middle) 3. State (Month 12/31	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004				(Check all applicable) _X_ Director 10% Owner X_ Officer (give title Other (specify				
138 PUTNAM STREET, P.O. BOX 738							below) President & CEO				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)				
MARIETTA, OH 45750							_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code	Disposed	quired (A) or posed of (D) str. 3, 4 and 5) (A) or		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)		
Common Stock	12/31/2004	Â	J	231 (1)	A	\$ 0	36,451	I	401(k) Plan		
Common Stock	Â	Â	Â	Â	Â	Â	168,478	D	Â		
Common Stock	Â	Â	Â	Â	Â	Â	27,694	I	by Spouse		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			contained i	Persons who respond to the collection of information contained in this form are not required to respond unles the form displays a currently valid OMB control number					SEC 2270 (9-02)		

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Deferred Compensation	Â	Â	Â	Â	Â	Â	08/08/1988(2)	(2)	Common Stock	14
Incentive Stock Option (right to buy)	\$ 13.577	Â	Â	Â	Â	Â	04/27/2003(3)	04/27/2010	Common Stock	3
Incentive Stock Option (right to buy)	\$ 14.919	Â	Â	Â	Â	Â	04/01/2004	04/01/2009	Common Stock	8
Incentive Stock Option (right to buy)	\$ 16.586	Â	Â	Â	Â	Â	12/10/2000	12/10/2008	Common Stock	7
Incentive Stock Option (right to buy)	\$ 18.704	Â	Â	Â	Â	Â	07/23/2000	07/23/2008	Common Stock	
Incentive Stock Option (right to buy)	\$ 18.976	Â	Â	Â	Â	Â	01/01/2000	12/03/2007	Common Stock	1′
Incentive Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â	Â	03/27/2006	03/27/2013	Common Stock	
Incentive Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â	Â	05/09/2005	05/09/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â	Â	03/27/2006	03/27/2013	Common Stock	1′
Non-Qualified Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â	Â	05/09/2005	05/09/2012	Common Stock	1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EVANS ROBERT E

138 PUTNAM STREET

P.O. BOX 738

MARIETTA, OHÂ 45750

 \hat{A} X \hat{A} \hat{A} President & CEO \hat{A}

Signatures

By: Donald J. Landers For: Robert E. 02/14/2005

Evans

Date

**Signature of Reporting Person

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) Update 401K Balance
- (2) Shares are only payable subsequent to termination of service pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.
- (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.

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