

PEOPLES BANCORP INC

Form 4

February 13, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONLON JOHN W

(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)

02/09/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

CFO & Treasurer

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 (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)
			Code	V	Amount (A) or (D)	Price	
Common Stock					19,424	D	
Common Stock					3,221	I	401(k) Plan
Common Stock					8	I	by Spouse
Common Stock					3,317	I	by Spouse (401(k))

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.

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Incentive Stock Option (right to buy)	\$ 28.25	02/09/2006		A		1,535	02/09/2009 02/09/2016	Common Stock 1
Incentive Stock Option (right to buy)	\$ 13.577						04/27/2003 ⁽¹⁾ 04/27/2010	Common Stock 1
Incentive Stock Option (right to buy)	\$ 14.919						04/01/2002 ⁽¹⁾ 04/01/2009	Common Stock 3
Incentive Stock Option (right to buy)	\$ 18.704						07/23/2000 ⁽²⁾ 07/23/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 23.593						05/09/2005 05/09/2012	Common Stock 1
Incentive Stock Option (right to buy)	\$ 13.577						04/27/2003 04/27/2010	Common Stock
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)	\$ 23.593						05/09/2005 05/09/2012	Common Stock 2
Non-Qualified Stock Option	\$ 27.38						12/29/2005 02/10/2015	Common Stock 1

