

PEOPLES BANCORP INC

Form 4

May 05, 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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

05/03/2006

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 below) \_\_\_\_ Other (specify  
below)

CFO &amp; 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	05/03/2006		M		1,376	A \$ 23.593	20,755	D	
Common Stock	05/03/2006		S		1,376	D \$ 30.5	19,379	D	
Common Stock	05/04/2006		M		10	A \$ 23.593	19,389	D	
Common Stock	05/04/2006		S		10	D \$ 30.53	19,379	D	
Common Stock	05/05/2006		M		542	A \$ 23.593	19,921	D	

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Common Stock	05/05/2006	S	542	D	\$ 30.5	19,379	D	
Common Stock	05/05/2006	M	1,619	A	\$ 23.593	20,998	D	
Common Stock	05/05/2006	S	1,619	D	\$ 30.5	19,379	D	
Common Stock	05/05/2006	M	1,235	A	\$ 27.38	20,614	D	
Common Stock	05/05/2006	S	1,235	D	\$ 30.5	19,379	D	
Common Stock						3,310	I	401(k) Plan
Common Stock						8	I	by Spouse
Common Stock						1,423	I	by Spouse (401(k))

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 23.593	05/03/2006		M	1,376	05/09/2005 05/09/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 23.593	05/04/2006		M	10	05/09/2005 05/09/2012	Common Stock
	\$ 23.593	05/05/2006		M	542	05/09/2005 05/09/2012	

Incentive Stock Option (right to buy)								Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.593	05/05/2006	M	1,619	05/09/2005	05/09/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.38	05/05/2006	M	1,235	12/29/2005	02/10/2015	Common Stock	1
Incentive Stock Option (right to buy)	\$ 14.919				04/01/2002 <sup>(1)</sup>	04/01/2009	Common Stock	3
Incentive Stock Option (right to buy)	\$ 18.704				07/23/2000 <sup>(2)</sup>	07/23/2008	Common Stock	
Incentive Stock Option (right to buy)	\$ 28.25				02/09/2009	02/09/2016	Common Stock	1
Incentive Stock Option (right to buy)	\$ 13.577				04/27/2003	04/27/2010	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLON JOHN W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			CFO & Treasurer	

## Signatures

John W. Conlon 05/05/2006

\_\_\_\_\_  
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.

(2) 25% annual vesting beginning 2 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.

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