

SCHNEEBERGER CAROL A
 Form 4
 February 25, 2010

FORM 4

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

OMB APPROVAL

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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)
 02/24/2010

____ 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)	
			Code	V	Amount	Price		
Common Stock	02/24/2010		M		2,765	\$ 13.577	18,226	D
Common Stock	02/24/2010		S		982	\$ 14.5	17,244	D
Common Stock	02/24/2010		S		1,240	\$ 14.57	16,004	D
Common Stock	02/24/2010		S		43	\$ 14.55	15,961	D
Common Stock	02/24/2010		S		400	\$ 14.56	15,561	D

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Common Stock	02/24/2010	S	100	D	\$ 14.52	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.

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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)	8. An or Nu of Sh
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Incentive Stock Option (Right to Buy)	\$ 13.577	02/24/2010		M	2,765	04/27/2003 ⁽¹⁾ 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	\$ 29.25					02/13/2010 02/13/2017	Common Stock	9

Rights

Stock

Appreciation \$ 23.77

02/20/2010 02/20/2018

Common
Stock 1

Rights

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

02/25/2010

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.
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