

DIMIT WILFORD D  
 Form 5  
 February 14, 2011

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**DIMIT WILFORD D**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**PEOPLES BANCORP INC [PEBO]**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

**138 PUTNAM STREET, P.O. BOX 738**  
  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2010**

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

**MARIETTA, OH 45750**  
  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
 (check applicable line)

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 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)
				(A) or (D) Amount Price			
Common Stock	01/04/2010	Â	J <sup>(1)</sup>	603.31 A \$ 9.736	58,896	D	Â
Common Stock	04/19/2010	Â	J <sup>(1)</sup>	356.959 A \$ 16.62	58,896	D	Â
Common Stock	07/20/2010	Â	J <sup>(1)</sup>	386.123 A \$ 15.43	58,896	D	Â
Common Stock	10/18/2010	Â	J <sup>(1)</sup>	481.608 A \$ 12.46	58,896	D	Â

Common Stock     ^                     ^                     ^                     ^                     ^     0                     I                     Spouse (custodian)

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)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Deferred Compensation	^	^	^	^	^ ^	^ (2)	^ (2)	Common Stock	33,0
Non-qualified Stock Option (Right to Buy)	\$ 15.45	^	^	^	^ ^	10/15/1999	04/15/2009	Common Stock	83
Non-qualified Stock Option (Right to Buy)	\$ 13.483	^	^	^	^ ^	04/13/2000	04/13/2010	Common Stock	1,7
Non-qualified Stock Option (Right to Buy)	\$ 24.533	^	^	^	^ ^	04/11/2003	04/11/2012	Common Stock	1,1
Non-qualified Stock Option (Right to Buy)	\$ 21.705	^	^	^	^ ^	04/10/2004	04/10/2013	Common Stock	1,1
Non-qualified Stock Option (Right to Buy)	\$ 27.511	^	^	^	^ ^	04/08/2005	04/08/2014	Common Stock	1,1
Non-qualified Stock Option (Right to Buy)	\$ 26.01	^	^	^	^ ^	04/14/2006	04/14/2015	Common Stock	1,1
Non-qualified Stock Option (Right to Buy)	\$ 29.12	^	^	^	^ ^	11/11/2006	05/11/2016	Common Stock	1,2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIMIT WILFORD D 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	X	^	^	^

## Signatures

/s/ Edward G. Sloane, attorney-in-fact for Mr. Dimit	02/14/2011
**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) Shares received as a result of participation in the Dividend Reinvestment Program.
- (2) 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.

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.