

PEOPLES BANCORP INC
Form 4
November 25, 2005

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)
11/22/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ 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	(A) or (D)	Price			
Common Stock	11/22/2005		M		152	A	\$ 14.915	10,004	D	
Common Stock	11/22/2005		S		152	D	\$ 29.25	9,852	D	
Common Stock								9,584	I	401(k) Plan

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

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SEC 1474 (9-02)

number.

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 14.919	11/22/2005		M	152	04/01/2002 ⁽¹⁾	04/01/2009	Common Stock	152
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003 ⁽¹⁾	04/27/2010	Common Stock	4,777
Incentive Stock Option (right to buy)	\$ 22.324					03/27/2006	03/27/2013	Common Stock	3,777
Incentive Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	2,359
Incentive Stock Option (right to buy)	\$ 27.38					02/10/2008	02/10/2015	Common Stock	79
Non-Qualified Stock Option (right to buy)	\$ 22.324					03/27/2006	03/27/2013	Common Stock	2,232
Non-Qualified Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1,259

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEEBERGER CAROL A 138 PUTNAM STREET			Executive Vice President	

P.O. BOX 738
MARIETTA, OH 45750

Signatures

By: Donald J. Landers For: Carol A.
Schneeberger

11/25/2005

__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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