

PEOPLES BANCORP INC
 Form 5
 February 14, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 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 *
SCHNEEBERGER CAROL A
 (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)
12/31/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Executive Vice President

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)
Common Stock	10/01/2005	^	J	13 A	\$ 27.628	9,865 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 2270 (9-02)

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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)
Incentive Stock Option (right to buy)	\$ 13.577	Â	Â	Â	Â	04/27/2003 ⁽¹⁾ 04/27/2010	Common Stock 4
Incentive Stock Option (right to buy)	\$ 14.919	Â	Â	Â	Â	04/01/2002 ⁽¹⁾ 04/01/2009	Common Stock 3
Incentive Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â	05/09/2005 05/09/2012	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â	12/29/2005 03/27/2013	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â	05/09/2005 05/09/2012	Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 27.38	Â	Â	Â	Â	12/29/2005 02/10/2015	Common Stock

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	Â	Â	Â Executive Vice President	Â

Signatures

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

02/14/2006

__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.

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