

PEOPLES BANCORP INC  
Form 4  
February 23, 2009

**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 \*  
BROUGHTON GEORGE 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)  
02/20/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 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                    | 02/20/2009                           |  | P                              | 2,000 A \$ 8.958  | 2,000   | I  | by Partnership  |
| Common Stock                    |                                      |  |                                |   | 156,262   | D  |   |
| Common Stock                    |                                      |  |                                |   | 5,135   | I  | As Custodian  |
| Common Stock                    |                                      |  |                                |   | 17,003  | I  | As Trustee  |
| Common Stock                    |                                      |  |                                |   | 558   | I  | by Corporation  |

Common Stock 16,333 I by Spouse <sup>(1)</sup>

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

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(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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable<br>Expiration Date                      | Title<br>Amount or Number of Shares                           |
| Deferred Compensation                      | (2)  |                                      |  |                                |   | 08/08/1988(2)<br>(2)                                     | Common Stock<br>1,37  |
| Non-Qualified Stock Option (right to buy)  | \$ 24.533  |                                      |  |                                |   | 04/11/2003<br>04/11/2012                                 | Common Stock<br>1,15  |
| Non-Qualified Stock Option (right to buy)  | \$ 26.01   |                                      |  |                                |   | 04/14/2006<br>04/14/2015                                 | Common Stock<br>1,15  |
| Non-Qualified Stock Option (right to buy)  | \$ 27.511  |                                      |  |                                |   | 04/08/2005<br>04/08/2014                                 | Common Stock<br>1,15  |
| Non-Qualified Stock Option (right to buy)  | \$ 29.12   |                                      |  |                                |   | 11/11/2006<br>05/11/2016                                 | Common Stock<br>1,20  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             |           |         |       |

BROUGHTON GEORGE W  
138 PUTNAM STREET  
P.O. BOX 738  
MARIETTA, OH 45750

## Signatures

By: Edward G. Sloane For: George W.  
Broughton

02/23/2009

\_\_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) Reporting person disclaims beneficial ownership of these shares.
  - (2) Shares are only payable subsequent to termination of service 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 is insufficient, *see* Instruction 6 for procedure.  
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