

BAKER DAVID B
Form 4
February 14, 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 *
BAKER DAVID B

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2005

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

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	24,889	D	

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)

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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
Incentive Stock Option (right to buy)	\$ 27.38	02/10/2005		A	456	02/10/2008 02/10/2015	Common Stock	456
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003 04/27/2010	Common Stock	3,800
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002 ⁽¹⁾ 04/01/2009	Common Stock	7,600
Incentive Stock Option (right to buy)	\$ 18.704					07/23/2000 ⁽²⁾ 07/23/2008	Common Stock	8,000
Incentive Stock Option (right to buy)	\$ 18.976					12/03/1999 ⁽²⁾ 12/03/2007	Common Stock	7,900
Incentive Stock Option (right to buy)	\$ 22.324					03/27/2006 03/27/2013	Common Stock	3,900
Incentive Stock Option (right to buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	2,400
Non-Qualified Stock Option (right to buy)	\$ 22.324					03/27/2006 03/27/2013	Common Stock	1,400
Non-Qualified Stock Option (right to buy)	\$ 23.59					05/09/2005 05/09/2012	Common Stock	600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAKER DAVID B
138 PUTNAM STREET
P.O. BOX 738
MARIETTA, OH 45750

Executive Vice President

Signatures

By: Donald J. Landers For: David B.
Baker

02/14/2005

__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.
 - (2) 25% annual vesting beginning 2 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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