

PEOPLES BANCORP INC  
Form 4  
April 15, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
CONLON JOHN 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)  
04/15/2005

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)  
CFO & Treasurer

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	04/15/2005		M		500	A	\$ 13.577	18,360	D	
Common Stock								13,872	I	401(k) Plan
Common Stock								8	I	by Spouse
Common Stock								5,025	I	by Spouse (401(k))

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

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SEC 1474  
(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 13.577	04/15/2005		M	500	04/27/2003 <sup>(1)</sup> 04/27/2010	Common Stock	500
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002 <sup>(1)</sup> 04/01/2009	Common Stock	7,600
Incentive Stock Option (right to buy)	\$ 18.704					07/23/2000 <sup>(2)</sup> 07/23/2008	Common Stock	8,000
Incentive Stock Option (right to buy)	\$ 18.976					12/03/1999 <sup>(2)</sup> 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)	\$ 23.593					05/09/2005 05/09/2012	Common Stock	2,400
Incentive Stock Option (right to buy)	\$ 27.38					02/10/2008 02/10/2015	Common Stock	1,200
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003 04/27/2010	Common Stock	630
Non-Qualified	\$ 22.324					03/27/2006 03/27/2013	Common Stock	2,100

Stock Option  
(right to buy)

Stock

Non-Qualified  
Stock Option \$ 23.593  
(right to buy)

05/09/2005 05/09/2012

Common  
Stock 1,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLON JOHN W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			CFO & Treasurer	

## Signatures

John W. Conlon                      04/15/2005  
 \*\*Signature of                      Date  
 Reporting Person

## 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. 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.