Ferguson Richard Form 5 February 14, 2011

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31, Expires:

2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4 Transactions Reported

30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Ferguson Richard Symbol PEOPLES BANCORP INC [PEBO] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner Officer (give title Other (specify 12/31/2010 below) below) 138 PUTNAM STREET, P.O. **BOX 738** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

MARIETTA, OHÂ 45750

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(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 at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	or	Price	(Instr. 3 and 4)		
Common Stock	01/04/2010	Â	J <u>(1)</u>	6.549	A	\$ 9.736	660.929	D	Â
Common Stock	04/19/2010	Â	<u>J(1)</u>	3.896	A	\$ 16.62	660.929	D	Â
Common Stock	07/20/2010	Â	<u>J(1)</u>	4.222	A	\$ 15.43	660.929	D	Â
Common Stock	10/18/2010	Â	J <u>(1)</u>	5.262	A	\$ 12.46	660.929	D	Â

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Common Stock Â Â Â Â Â Â 103 I 401(k)

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)

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)	5	te	7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
Deferred Compensation	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	8,18
Non-qualified Stock Option (Right to Buy)	\$ 26.01	Â	Â	Â	Â	04/14/2006	04/14/2015	Common Stock	1,1:
Non-qualified Stock Option (Right to Buy)	\$ 29.12	Â	Â	Â	Â	11/11/2006	05/11/2016	Common Stock	1,20

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Othe			
Ferguson Richard 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	ÂX	Â	Â	Â			

Signatures

/s/ Edward G. Sloane, attorney-in-fact for Mr.
Ferguson

02/14/2011

**Signature of Reporting Person Date

Reporting Owners 2

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) Shares received as a result of participation in the Dividend Reinvestment Program.
- (2) Price, allocation to Insider's account, and shares payable 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 provided 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.