DIMIT WILFORD D

Form 4

August 22, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

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 * DIMIT WILFORD D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			PEOPLES BANCORP INC [PEBO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
138 PUTNAM STREET, P.O. BOX			08/01/2011	Officer (give title Other (specify		
738				below) below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
MARIETTA, OH 45750				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owne		

							-,	-5
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on(A) or Dispo	*	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Monail/Day/Tear)	any	Code	(Instr. 3, 4 a	` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				,	A \	Reported		
					A)	Transaction(s)		
			Code V	Amount (1	or D) Price	(Instr. 3 and 4)		
Common Stock	08/01/2011		A	412 (1) A	\$ 13.34	59,308	D	
Common Stock	08/01/2011		A	257 (1) A	\$ 11.64	59,565	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)

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. Transactic Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation	<u>(2)</u>					(2)	(2)	Common Stock	35,918
Non-qualified Stock Option (Right to Buy)	\$ 15.45					10/15/1999	04/15/2009	Common Stock	836
Non-qualified Stock Option (Right to Buy)	\$ 13.483					04/13/2000	04/13/2010	Common Stock	1,730
Non-qualified Stock Option (Right to Buy)	\$ 24.533					04/11/2003	04/11/2012	Common Stock	1,155
Non-qualified Stock Option (Right to Buy)	\$ 21.705					04/10/2004	04/10/2013	Common Stock	1,155
Non-qualified Stock Option (Right to Buy)	\$ 27.511					04/08/2005	04/08/2014	Common Stock	1,155
Non-qualified Stock Option (Right to Buy)	\$ 26.01					04/14/2006	04/14/2015	Common Stock	1,155
Non-qualified Stock Option (Right to Buy)	\$ 29.12					11/11/2006	05/11/2016	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
DIMIT WILFORD D	X					

Reporting Owners 2

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

Signatures

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

08/22/2011

**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) Represents Board meeting fees and quarterly retainer paid in stock as part of non-employee director compensation.
- (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 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.

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