BRADLEY MARK F

Form 4

January 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

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0.5

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may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BRADLEY MARK F			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) (N	fiddle)	3. Date of Earliest Transaction			•				
120 DUTNIAM STREET DO DOV			(Month/Day/Year)				Director 10% OwnerX Officer (give title Other (specify below) Chief Executive Officer			
138 PUTNAM STREET, P.O. BOX 738			01/01/2009							
	(Street) 4. If Ame			ndment, Date Original			6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
MARIETTA	A, OH 45750							More than One R		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow							lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securion OnAcquired Disposed (Instr. 3,	(A) or of (D)	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)	
Common Stock							2,981	D		
Common Stock							5,681	I	401(k) Plan	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	5. orNumber of Derivati Securitie Acquirer (A) or Dispose of (D) (Instr. 3, 4, and 5)	s I		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Deferred Compensation	(1)	01/01/2009		A	19	<u>(1)</u>	<u>(1)</u>	Common Stock	19
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003	04/27/2010	Common Stock	5,08
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002(2)	04/01/2009	Common Stock	7,68
Incentive Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1,56
Incentive Stock Option (right to buy)	\$ 28.25					02/09/2009	02/09/2016	Common Stock	2,97
Non-Qualified Stock Option (right to buy)	\$ 22.324					12/29/2005	03/27/2013	Common Stock	5,79
Non-Qualified Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1,26
Non-Qualified Stock Option (right to buy)	\$ 27.38					12/29/2005	02/10/2015	Common Stock	459
Stock Appreciation Rights	\$ 23.77					02/20/2010	02/20/2018	Common Stock	1,73
Stock Appreciation Rights	\$ 29.25					02/13/2010	02/13/2017	Common Stock	1,70

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Chief Executive Officer

Signatures

By: Edward G. Sloane For: Mark F. Bradley

01/02/2009

**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) 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.
- (2) 25% annual vesting beginning 3 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.

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