SCHNEEBERGER CAROL A

Form 5

Stock

February 17, 2009

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction 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 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SCHNEEBERGER CAROL A Symbol PEOPLES BANCORP INC [PEBO] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) Director 10% Owner X _ Officer (give title 12/31/2008 Other (specify below) below) 138 PUTNAM STREET, P.O. Executive Vice President **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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	(A) or		Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	01/02/2008	Â	J	Amount 20 (1)	(D)	Price \$ 26.04	11,863	D	Â
Common Stock	04/01/2008	Â	J	42 (1)	A	\$ 24.55	15,225	D	Â
Common Stock	07/01/2008	Â	J	53 (1)	A	\$ 20.46	15,278	D	Â
Common	10/01/2008	Â	J	36 <u>(1)</u>	A	\$ 22.262	15,314	D	Â

22.262

OMB APPROVAL

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

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SEC 2270 (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)	Secu	vative crities critied or osed osed o) r. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Incentive Stock Option (right to buy)	\$ 13.577	Â	Â	Â	Â	Â	04/27/2003(3)	04/27/2010	Common Stock	4
Incentive Stock Option (right to buy)	\$ 14.919	Â	Â	Â	Â	Â	04/01/2002	04/01/2009	Common Stock	1
Incentive Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â	Â	05/09/2005	05/09/2012	Common Stock	1
Incentive Stock Option (right to buy)	\$ 28.25	Â	Â	Â	Â	Â	02/09/2009	02/09/2016	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 22.324	Â	Â	Â	Â	Â	12/29/2005	03/27/2013	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 23.59	Â	Â	Â	Â	Â	05/09/2005	05/09/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.38	Â	Â	Â	Â	Â	12/29/2005	02/10/2015	Common Stock	
Stock Appreciation	\$ 23.77	Â	Â	Â	Â	Â	02/20/2010	02/20/2018	Common Stock	1

Rights

Stock

Appreciation \$ 29.25 Â Â Â Â Â 02/13/2010 02/13/2017 Common Stock

Rights

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SCHNEEBERGER CAROL A 138 PUTNAM STREET P.O. BOX 738 MARIETTA, Â OHÂ 45750	Â	Â	Executive Vice President	Â				

Signatures

By: Edward G. Sloane For: Carol A. Schneeberger 02/17/2009

**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 received as a result of participation in the Dividend Reinvestment Program.
- (2) Contribution to 401(k) plan.
- (3) 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 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.

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