

PRICE ROBERT W  
Form 5  
February 16, 2010

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
PRICE ROBERT 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price  |  |   |
| Common Stock                    | 01/02/2009                           | Â  | J                              | 200 (2) A   | \$ 18.022  | 15,879 D   | Â   |
| Common Stock                    | 04/01/2009                           | Â  | J                              | 272 (2) A   | \$ 13.412  | 16,151 D   | Â   |
| Common Stock                    | 07/01/2009                           | Â  | J                              | 217 (2) A   | \$ 17.118  | 16,368 D   | Â   |
| Common Stock                    | 10/01/2009                           | Â  | J                              | 118 (2) A   | \$ 13.974  | 16,486 D   | Â   |

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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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                       | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date       |   |                            |
| Non-qualified Stock Option (Right to Buy)  | \$ 24.533  | Â                                    | Â  | Â                              | Â   | Â  | 04/11/2003 04/11/2012 | Common Stock  | 1,1                        |
| Deferred Compensation                      | Â  | Â                                    | Â  | Â                              | Â   | Â  | Â (1) Â (1)           | Common Stock  | 8,2                        |
| Non-qualified Stock Option (Right to Buy)  | \$ 21.705  | Â                                    | Â  | Â                              | Â   | Â  | 04/10/2004 04/10/2013 | Common Stock  | 1,1                        |
| Non-qualified Stock Option (Right to Buy)  | \$ 27.511  | Â                                    | Â  | Â                              | Â   | Â  | 04/08/2005 04/08/2014 | Common Stock  | 1,1                        |
| Non-qualified Stock Option (Right to Buy)  | \$ 26.01   | Â                                    | 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   | Â  | 11/11/2006 05/11/2016 | Common Stock  | 1,2                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PRICE ROBERT W<br>138 PUTNAM STREET<br>P.O. BOX 738<br>MARIETTA, OH 45750 | Â X           | Â         | Â       | Â     |

## Signatures

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

02/16/2010

\_\_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) 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.
- (2) Shares received as a result of participation in the Dividend Reinvestment Program.

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