

SCHULHOFF HENRY L
Form 4
January 05, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULHOFF HENRY L

2. Issuer Name and Ticker or Trading Symbol
WESBANCO INC [WSBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE BANK PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

WHEELING, WV 26003

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	01/03/2005		A		62,333 (1) A (1) 62,333 (1)	D	
Common Stock	01/03/2005		A		5,074 (1) A (1) 5,074 (1)	I	By Schulhoff & Co.
Common Stock	01/03/2005		A		7,973 (1) A (1) 7,973 (1)	I	By Spouse

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

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merger with and into WesBanco, Inc. in exchange for either \$20.75 in cash or 0.755 shares, having a market value of \$31.97 at the effective time of the merger, for each Winton share owned. What the reporting person will receive in exchange for Winton shares will be subject to the limitations and adjustments set forth in the merger agreement.

- (2) This option was assumed by WesBanco in the merger replacing an option to purchase 8,060 shares of Winton at \$6.75 per share.
- (3) This option was assumed by WesBanco in the merger replacing an option to purchase 7,500 shares of Winton at \$13.25 per share.
- (4) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$9.00 per share.
- (5) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$8.75 per share.
- (6) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$13.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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