

PEOPLES BANCORP INC  
Form 4  
May 02, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
CONLON JOHN 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. Date of Earliest Transaction (Month/Day/Year)  
04/26/2006

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)

CFO & Treasurer

6. Individual or Joint/Group Filing(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)	(A) or (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)
			Code	V	Amount	Price		
Common Stock	04/26/2006		G		100	\$ 0	D	
Common Stock	04/28/2006		M		1,600	\$ 13.577	D	
Common Stock	04/28/2006		S		1,600	\$ 30.557	D	
Common Stock	04/28/2006		M		547	\$ 23.593	D	
Common Stock	04/28/2006		S		547	\$ 30.5	D	

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Common Stock	3,310	I	401(k) Plan
Common Stock	8	I	by Spouse
Common Stock	1,423	I	by Spouse (401(k))

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

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(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)	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Incentive Stock Option (right to buy)	\$ 13.577	04/28/2006		M	1,600	04/27/2003 <sup>(1)</sup>	04/27/2010	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 23.593	04/28/2006		M	547	05/09/2005	05/09/2012	Common Stock	1
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002 <sup>(1)</sup>	04/01/2009	Common Stock	3
Incentive Stock Option (right to buy)	\$ 18.704					07/23/2000 <sup>(2)</sup>	07/23/2008	Common Stock	1
Incentive Stock Option (right to buy)	\$ 23.593					05/09/2005	05/09/2012	Common Stock	1
Incentive Stock Option (right to buy)	\$ 28.25					02/09/2009	02/09/2016	Common Stock	1

Incentive Stock Option (right to buy)	\$ 13.577	04/27/2003	04/27/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.38	12/29/2005	02/10/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLON JOHN W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			CFO & Treasurer	

## Signatures

By: Donald J. Landers For: John W.  
Conlon

05/02/2006

\_\_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) 25% annual vesting beginning 3 years after date of grant.
- (2) 25% annual vesting beginning 2 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.