

PEOPLES BANCORP INC
Form 4
April 11, 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 *
BRADLEY MARK F

(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)

01/01/2006

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)

Chief Executive Officer

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)	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 (A) or (D) Price			
Common Stock	01/01/2006		J	6 A \$ 29.526	823	D	
Common Stock	04/01/2006		J	6 A \$ 29.13	829	D	
Common Stock					4,771	I	401(k) Plan

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

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number.

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation	(1)					08/08/1988 ⁽¹⁾	⁽¹⁾	Common Stock	1,41
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)	\$ 18.704					07/23/2000 ⁽³⁾	07/23/2008	Common Stock	1,53
Incentive Stock Option (right to buy)	\$ 18.976					12/03/1999 ⁽³⁾	12/03/2007	Common Stock	2,75
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	\$ 27.38					12/29/2005	02/10/2015	Common	459

Stock Option
(right to buy)

Stock

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: Donald J. Landers For: Mark F.
Bradley

04/10/2006

__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) 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.
- (3) 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.

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