#### PEOPLES BANCORP INC

Form 4

November 15, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

Common

Common

Stock

Stock

11/14/2007

11/14/2007

(Print or Type Responses)

1. Name and Address of Reporting Person * HOLDREN LARRY E			2. Issuer Name and Ticker or Trading Symbol PEOPLES BANCORP INC [PEBO]						5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			220,	(Check all applicable)				
138 PUTNA 738	AM STREET, P	.O. BOX	(Month/I 03/31/2	-	r)				Director _X Officer (give below) Executi		Owner or (specify
	(Street)		4. If Ame Filed(Mo			nte Origina	ıl		6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Per	rson
MARIETT	A, OH 45750								Form filed by M Person	iore man One Re	porting
(City)	(State)	(Zip)	Tab	le I - No	n-D	Derivative	Secu	rities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med n Date, if Day/Year)	3. Transa Code (Instr.		4. Securi on(A) or Di (Instr. 3,	ispose	d of (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)
Common Stock	04/02/2007			Code	V	Amount 56	(D)	Price \$ 26.712	7,082	D	
Common Stock	07/02/2007			J		55	A	\$ 27.258	7,137	D	
Common Stock	10/01/2007			J		57	A	\$ 26.816	7,194	D	

7,956

6,088

D

15,150

9,062

18.976

\$ 24.8

D

D

M

J

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Common Stock	03/31/2007	J	25	A	\$ 26.41 13	3,151	I	401(k) Plan
Common Stock	06/30/2007	J	725	A	\$ 26.19 13	3,876	I	401(k) Plan
Common Stock	09/30/2007	J	389	D	\$ 26.18 13	3,487	I	401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	Code	5. Number on f 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 Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Incentive Stock Option (right to buy)	\$ 18.976	11/14/2007		M	7,956	12/03/1999(1)	12/03/2007	Common Stock	7
Incentive Stock Option (right to buy)	\$ 13.577					04/27/2003	04/27/2010	Common Stock	3
Incentive Stock Option (right to buy)	\$ 14.919					04/01/2002(2)	04/01/2009	Common Stock	7
Incentive Stock Option (right to buy)	\$ 18.704					07/23/2000(1)	07/23/2008	Common Stock	
Incentive Stock Option (right to buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	2
Incentive Stock Option (right to buy)	\$ 28.25					02/09/2009	02/09/2016	Common Stock	1

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Non-Qualified Stock Option (right to buy)	\$ 22.324	12/29/2005	03/27/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.59	05/09/2005	05/09/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.38	12/29/2005	02/10/2015	Common Stock
Stock Appreciation Rights	\$ 29.25	02/13/2010	02/13/2017	Common Stock

Relationships

# **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

HOLDREN LARRY E 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750

**Executive Vice President** 

# **Signatures**

By: Carol A. Schneeberger For: Larry E. Holdren 11/15/2007

\*\*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 2 years after date of grant.
- (2) 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 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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