

SCHNEEBERGER CAROL A  
 Form 5  
 February 17, 2009

**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 \*  
 SCHNEEBERGER CAROL A

(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)  
 12/31/2008

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)  
 Executive Vice President

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                    | 01/02/2008                           | Â                                                  | J                              | 20 <sup>(1)</sup>                                                 | A \$ 26.04                                                                                 | 11,863                                                   | D Â                                                   |
| Common Stock                    | 04/01/2008                           | Â                                                  | J                              | 42 <sup>(1)</sup>                                                 | A \$ 24.55                                                                                 | 15,225                                                   | D Â                                                   |
| Common Stock                    | 07/01/2008                           | Â                                                  | J                              | 53 <sup>(1)</sup>                                                 | A \$ 20.46                                                                                 | 15,278                                                   | D Â                                                   |
| Common Stock                    | 10/01/2008                           | Â                                                  | J                              | 36 <sup>(1)</sup>                                                 | A \$ 22.262                                                                                | 15,314                                                   | D Â                                                   |

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Common Stock    12/31/2008    Â    J    1,210  
(2)    A    \$ 0    12,422    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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable    Expiration Date                      | Title                                                       |
| Incentive Stock Option (right to buy)      | \$ 13.577                                              | Â                                    | Â                                                  | Â                              | Â    Â                                                                                  | 04/27/2003 <sup>(3)</sup> 04/27/2010                     | Common Stock                                                |
| Incentive Stock Option (right to buy)      | \$ 14.919                                              | Â                                    | Â                                                  | Â                              | Â    Â                                                                                  | 04/01/2002    04/01/2009                                 | Common Stock                                                |
| Incentive Stock Option (right to buy)      | \$ 23.59                                               | Â                                    | Â                                                  | Â                              | Â    Â                                                                                  | 05/09/2005    05/09/2012                                 | Common Stock                                                |
| Incentive Stock Option (right to buy)      | \$ 28.25                                               | Â                                    | Â                                                  | Â                              | Â    Â                                                                                  | 02/09/2009    02/09/2016                                 | Common Stock                                                |
| Non-Qualified Stock Option (right to buy)  | \$ 22.324                                              | Â                                    | Â                                                  | Â                              | Â    Â                                                                                  | 12/29/2005    03/27/2013                                 | Common Stock                                                |
| Non-Qualified Stock Option (right to buy)  | \$ 23.59                                               | Â                                    | Â                                                  | Â                              | Â    Â                                                                                  | 05/09/2005    05/09/2012                                 | Common Stock                                                |
| Non-Qualified Stock Option (right to buy)  | \$ 27.38                                               | Â                                    | Â                                                  | Â                              | Â    Â                                                                                  | 12/29/2005    02/10/2015                                 | Common Stock                                                |
| Stock Appreciation                         | \$ 23.77                                               | Â                                    | Â                                                  | Â                              | Â    Â                                                                                  | 02/20/2010    02/20/2018                                 | Common Stock                                                |

