

SCHNEEBERGER CAROL A  
 Form 4  
 February 26, 2010

**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 \*  
 SCHNEEBERGER CAROL A

2. Issuer Name and Ticker or Trading Symbol  
 PEOPLES BANCORP INC [PEBO]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 138 PUTNAM STREET, P.O. BOX 738  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/26/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

MARIETTA, OH 45750

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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/26/2010		M		2,000	A	\$ 13.577	17,461	D	
Common Stock	02/26/2010		S		2,000	D	\$ 14.5	15,461	D	
Common Stock								14,381	I	401(k) Plan

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 13.577	02/26/2010		M	2,000	04/27/2003 <sup>(1)</sup>	04/27/2010	Common Stock	2
Incentive Stock Option (Right to Buy)	\$ 23.59					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
Non-qualified Stock Option (Right to Buy)	\$ 23.59					05/09/2005	05/09/2012	Common Stock	1
Non-qualified Stock Option (Right to Buy)	\$ 22.324					12/29/2005	03/27/2013	Common Stock	6
Non-qualified Stock Option (Right to Buy)	\$ 27.38					12/29/2005	02/10/2015	Common Stock	7
Stock Appreciation Rights	\$ 29.25					02/13/2010	02/13/2017	Common Stock	9
Stock Appreciation Rights	\$ 23.77					02/20/2010	02/20/2018	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHNEEBERGER CAROL A  
138 PUTNAM STREET  
P.O. BOX 738  
MARIETTA, OH 45750

Executive Vice President

## Signatures

/s/ Edward G. Sloane, attorney-in-fact for Ms.  
Schneeberger

02/26/2010

\_\_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.

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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