

DIMIT WILFORD D  
 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 \*  
 DIMIT WILFORD D

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

138 PUTNAM STREET, P.O. BOX 738

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MARIETTA, OH 45750

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 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	444 <sup>(1)</sup> A	\$ 26.04 53,154	D	Â
Common Stock	04/01/2008	Â	J	483 <sup>(1)</sup> A	\$ 24.55 54,667	D	Â
Common Stock	07/01/2008	Â	J	611 <sup>(1)</sup> A	\$ 20.46 55,278	D	Â
Common Stock	07/01/2008	Â	J	3 <sup>(1)</sup> A	\$ 20.46 55,281	D	Â

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Common Stock    10/01/2008    Â    J    570 <sup>(1)</sup> A    \$ 22.262    55,851    D    Â

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)
Deferred Compensation	Â	Â	Â	Â	Â	08/08/1988 <sup>(2)</sup> Â <sup>(2)</sup>	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.483	Â	Â	Â	Â	04/13/2000 04/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.45	Â	Â	Â	Â	10/15/1999 04/15/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.705	Â	Â	Â	Â	04/10/2004 04/10/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.533	Â	Â	Â	Â	04/11/2003 04/11/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.01	Â	Â	Â	Â	04/14/2006 04/14/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.511	Â	Â	Â	Â	04/08/2005 04/08/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.12	Â	Â	Â	Â	11/11/2006 05/11/2016	Common Stock

