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PEOPLES BANCORP INC

Form 4

March 11, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- 1. Name and Address of Reporting Person(s) Conlon, John W. 138 Putnam Street P.O. Box 738

Marietta, OH 45750-0738

- 2. Issuer Name and Ticker or Trading Symbol Peoples Bancorp Inc. (PEBO)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year 02/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below)

Chief Financial Officer

Treasurer

- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] 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	•			4.Securities Acquired(A) or Disposed of (D)		
	Date	Code		A		
	(Month/			or		
	Day/Year)	Code V	Amount	D	Price	
Common Stock	02/08/02	М	500	А	\$9.682	
Common Stock	01/22/02	I V	3,648	D	\$19.000	
Common Stock	02/11/02	P	2,034	А	\$19.350	
Common Stock	02/12/02	P	1,557	А	\$19.650	
Common Stock	02/13/02	P	209	А	\$19.350	
Common Stock	02/15/02	P	204	A	\$19.640	

Table II	(PART 1)	Derivative Securities	s Acquired,	Disposed of,	or Beneficially	Owned (Co	olumns 1

1)Title of Derivative Security	2)Conversion 3)Trans- or Exercise action Price of Date		4)Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	
	Derivative Security		Code V	A 	D

Incentive Stock Option (right \$9.682 02/08/02 M

500

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to buy)
Incentive Stock Option (right \$15.682 to buy)
Incentive Stock Option (right \$17.231 to buy)
Incentive Stock Option (right \$21.603 to buy)
Incentive Stock Option (right \$21.917 to buy)

Table II	(PART 2) Derivative	Securities	Acquired,	Disposed of,	or	Beneficially Ow	ned (C	Columns 1
			a. –						

1)Title of Derivative Security	3)Trans- action Date	7) Title and Amount of Underlying Securities Title	Amount or Number of Shares	8)Price of Deri- vative Security
<pre>Incentive Stock Option (right to buy)</pre>	02/08/02	Common Stock	500	
Incentive Stock Option (right to buy)		Common Stock	3,300	
Incentive Stock Option (right to buy)		Common Stock	6,655	
Incentive Stock Option (right to buy)		Common Stock	707	
Incentive Stock Option (right to buy)		Common Stock	6,888	

SIGNATURE OF REPORTING PERSON /S/ Conlon, John W. DATE 03/11/02