

PEOPLES BANCORP INC
Form 4
December 21, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
THEISEN PAUL T

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

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2004

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

(Street)

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

MARIETTA, OH 45750

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/20/2004		M	10	A \$ 8.068	24,129	D
Common Stock	12/20/2004		S	10	D \$ 27.55	24,119	D
Common Stock	12/20/2004		M	1,334	A \$ 8.068	25,453	D
Common Stock	12/20/2004		M	489	A \$ 8.068	25,942	D

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

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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
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/20/2004		M	10	10/04/1995 04/04/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/20/2004		M	1,334	10/04/1995 04/04/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.064	12/20/2004		M	489	10/04/1995 04/04/2005	Common Stock
Deferred Compensation	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u>
Non-Qualified Stock Option (right to buy)	\$ 13.23					10/10/1997 ⁽²⁾ 04/10/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.483					04/13/2000 04/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.302					04/09/1998 04/09/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.705					04/10/2004 04/10/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.533					04/11/2003 04/11/2012	Common Stock

