

HOLDREN LARRY E  
 Form 5  
 February 14, 2006

**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 \*  
 HOLDREN LARRY E

(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)  
 12/31/2005

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 | Price     |  |  |   |
| Common Stock                    | 10/01/2005                           | ^  | J                              | (A)   | 47     | \$ 27.628 | 6,574  | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^      | ^         | 15,870   | I  | 401(k) Plan   |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Incentive Stock Option (right to buy)      | \$ 13.577  | Â                                    | Â  | Â                              | Â Â   | 04/27/2003 04/27/2010                                    | Common Stock 3  |
| Incentive Stock Option (right to buy)      | \$ 14.919  | Â                                    | Â  | Â                              | Â Â   | 04/01/2002 <sup>(1)</sup> 04/01/2009                     | Common Stock 7  |
| Incentive Stock Option (right to buy)      | \$ 18.704  | Â                                    | Â  | Â                              | Â Â   | 07/23/2000 <sup>(2)</sup> 07/23/2008                     | Common Stock  |
| Incentive Stock Option (right to buy)      | \$ 18.976  | Â                                    | Â  | Â                              | Â Â   | 12/03/1999 <sup>(2)</sup> 12/03/2007                     | Common Stock 7  |
| Incentive Stock Option (right to buy)      | \$ 23.59   | Â                                    | Â  | Â                              | Â Â   | 05/09/2005 05/09/2012                                    | Common Stock 2  |
| Non-Qualified Stock Option (right to buy)  | \$ 22.324  | Â                                    | Â  | Â                              | Â Â   | 12/29/2005 03/27/2013                                    | Common Stock 6  |
| Non-Qualified Stock Option (right to buy)  | \$ 23.59   | Â                                    | Â  | Â                              | Â Â   | 05/09/2005 05/09/2012                                    | Common Stock 1  |
| Non-Qualified Stock Option (right to buy)  | \$ 27.38   | Â                                    | Â  | Â                              | Â Â   | 12/29/2005 02/10/2015                                    | Common Stock  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOLDREN LARRY E  
138 PUTNAM STREET  
P.O. BOX 738  
MARIETTA, OH 45750

^

^

^ Executive  
Vice ^  
President

## Signatures

By: Donald J. Landers For: Larry E.  
Holdren

02/14/2006

\_\_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.
  - (2) 25% annual vesting beginning 2 years after date of grant.

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