PEOPLES BANCORP INC

Form 4 March 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES obligations may continue.

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Stock

Stock

03/05/2008

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

BRADLEY MARK F			Symbol					Issuer			
			PEOPL	ES BAN	CORP II	NC [F	PEBO]	(Chec	k all applicable)	
(Last)	(First)	(Middle)	3. Date o	f Earliest T	ransaction						
			(Month/I	Day/Year)				Director		Owner	
138 PUTNAM STREET, P.O. BOX (03/05/2	03/05/2008				_X_ Officer (give		r (specify	
738								below) Chief I	below) Executive Office	er	
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mo	Filed(Month/Day/Year)				Applicable Line)			
MARIETTA, OH 45750								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secui	rities Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of	2. Transaction D	ate 2A. Dee	med	3. 4. Securities Acquired			cquired	5. Amount of	6.	7. Nature of	
Security	Security (Month/Day/Year) Execution			n Date, if Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any	D /57 \	Code	(Instr. 3,	4 and	5)	Beneficially			
		(Month/	Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
			,							(Instr 1)	
			, ,	, ,				Following	Indirect (I)	(Instr. 4)	
			•	` ,		(A)				(Instr. 4)	
			•	Code V	Amount	or	Price	Following Reported	Indirect (I)	(Instr. 4)	
Common			,	Code V	Amount	or	Price	Following Reported Transaction(s)	Indirect (I)	(Instr. 4)	

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

 $J^{(1)}$

1,318

D

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D

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\$ 21.82 2,919

5,681

401(k)

Plan

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Secu Acqu (A) o Disp (D) (Inst	erivative rities nired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	or No of Sh
\$ 18.704	03/05/2008		M		1,537	03/05/2008	07/23/2008	Common Stock	1
(2)						08/08/1988(2)	(2)	Common Stock	1
\$ 13.577						04/27/2003	04/27/2010	Common Stock	5
\$ 14.919						04/01/2002(3)	04/01/2009	Common Stock	7
\$ 23.59						05/09/2005	05/09/2012	Common Stock	1
\$ 28.25						02/09/2009	02/09/2016	Common Stock	2
\$ 22.324						12/29/2005	03/27/2013	Common Stock	5
\$ 23.59						05/09/2005	05/09/2012	Common Stock	1
\$ 27.38						12/29/2005	02/10/2015	Common Stock	
\$ 23.77						02/20/2010	02/20/2018	Common Stock	1
	\$ 18.704 \$ 18.704 \$ 13.577 \$ 14.919 \$ 23.59 \$ 22.324 \$ 23.59	Conversion or Exercise Price of Derivative Security \$ 18.704 03/05/2008 (2) \$ 13.577 \$ 14.919 \$ 23.59 \$ 22.324 \$ 27.38	Conversion or Exercise Price of Derivative Security \$ 18.704 03/05/2008 \$ 13.577 \$ 14.919 \$ 23.59 \$ 22.324 \$ 27.38	Conversion or Exercise Price of Derivative Security Code V S 18.704 03/05/2008 M	Conversion or Exercise Price of Derivative Security	Code Code	Conversion or Exercise Price of Derivative Price of Derivative Security (Month/Day/Year) (Month/Day/Y	Conversion of Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security

Stock

Appreciation \$29.25

02/13/2010 02/13/2017

Common Stock

Rights

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRADLEY MARK F

138 PUTNAM STREET

Chief Executive Officer

MARIETTA, OH 45750

Signatures

P.O. BOX 738

By: Carol A. Schneeberger For: Mark F.

Bradley

03/05/2008

**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) Shares surrendered for swap.
- (2) Shares are only payable subsequent to termination of service pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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