PEOPLES BANCORP INC

Form 5

February 14, 2014

FORM 5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per response... 1.0

3235-0362

January 31,

OMB

Number:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Addres	ss of Reporting Person * CHARLES W	e e e e e e e e e e e e e e e e e e e	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)		(Check all applicable)			
		(Month/Day/Year)	X Director 10% Owner			
138 PUTNAM ST, PO BOX 738		12/31/2013	X Officer (give title Other (specify below) President and CEO			
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
		Filed(Month/Day/Year)				
			(check applicable line)			
MADIETTA Â	OIIÂ 45750 0720					

MARIETTA, OHÂ 45750-0738

(State)

(7in)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	ole I - Non-De	rivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y 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. Securit (A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	02/19/2013	Â	<u>J(1)</u>	58.053	A	\$ 21.03	48,110.823	D	Â
Common Stock	05/20/2013	Â	<u>J(1)</u>	69.74	A	\$ 20.54	48,110.823	D	Â
Common Stock	08/19/2013	Â	<u>J(1)</u>	65.585	A	\$ 21.99	48,110.823	D	Â
Common Stock	11/19/2013	Â	<u>J(1)</u>	63.715	A	\$ 22.78	48,110.823	D	Â

Edgar Filing: PEOPLES BANCORP INC - Form 5

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.

SEC 2270 (9-02)

of D

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
	•				(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						Lacicisable	Dute		of		
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
SULERZYSKI CHARLES W 138 PUTNAM ST PO BOX 738 MARIETTA, OH 45750-0738	ÂX	Â	President and CEO	Â			

Signatures

/s/ Kathryn Bailey, attorney-in-fact for Mr. 02/14/2014

**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 received as a result of participation in the Dividend Reinvestment Program.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2