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PEOPLES BANCORP INC

Form 4

November 25, 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.
- Name and Address of Reporting Person(s)
 Holdren, Larry E.
 138 Putnam Street
 P.O. Box 738

Marietta, OH 45750-0738

- 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/Day/Year 11/25/2002
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below)
 Executive Vice President
- 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	2)Trans- action	3.Trans-	4.Securities Acquired(A) or Disposed of (D)		
	Date	Code	1	Α.	,
	(Month/			or	
	Day/Year)	Code V	Amount	D	Price
Common Stock	11/21/02	M	500	Α	\$8.802
Common Stock	11/21/02	S	500	D	\$26.510
Common Stock	11/21/02	M	200	Α	\$8.802
Common Stock	11/21/02	S	200	D	\$26.500
Common Stock	11/21/02	M	400	Α	\$8.802
Common Stock	11/21/02	S	400	D	\$26.610
Common Stock	11/21/02	M	1,000	Α	\$8.802
Common Stock	11/21/02	S	1,000	D	\$26.618
Common Stock	11/21/02	M	1,000	Α	\$8.802
Common Stock	11/21/02	S	1,000	D	\$26.818
Common Stock	11/21/02	M	1,000	Α	\$8.802
Common Stock	11/21/02	S	1,000	D	\$26.226
Common Stock	11/21/02	M	1,302	Α	\$8.802
Common Stock	11/21/02	S	1,302	D	\$26.962
Common Stock					

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

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1)Title of Derivative Security		action	action	5) Number of Derivative Securities Acquired (A) or Disposed of (D)
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<pre>Incentive Stock Option (right to buy)</pre>	\$8.802	11/21/02	М	500
Incentive Stock Option (right to buy)	\$8.802	11/21/02	М	200
Incentive Stock Option (right to buy)	\$8.802	11/21/02	М	400
Incentive Stock Option (right to buy)	\$8.802	11/21/02	М	1,000
<pre>Incentive Stock Option (right to buy)</pre>	\$8.802	11/21/02	М	1,000
Incentive Stock Option (right to buy)	\$8.802	11/21/02	М	1,000
Incentive Stock Option (right to buy)	\$8.802	11/21/02	М	1,302
<pre>Incentive Stock Option (right to buy)</pre>	\$14.256			
<pre>Incentive Stock Option (right to buy)</pre>	\$15.665			
Incentive Stock Option (right to buy) $\ \ \ \ \ \ \ \ \ \ \ \ \ $	\$19.639			
<pre>Incentive Stock Option (right to buy)</pre>	\$19.925			
<pre>Incentive Stock Option (right to buy)</pre>	\$24.770			
Non-Qualified Stock Option (right to buy)	\$24.770			

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 ______ 1)Title of Derivative 3)Trans- 7)Title and Amount action of Underlying
Date Securities 8)Price Security of Derivative Amount or Security Number of Title Shares Incentive Stock Option (right 11/21/02 Common Stock 500 to buy) Incentive Stock Option (right 11/21/02 Common Stock 200 Incentive Stock Option (right 11/21/02 Common Stock 400 to buy) Incentive Stock Option (right 11/21/02 Common Stock 1,000 to buy) Incentive Stock Option (right 11/21/02 Common Stock 1,000 to buy) Incentive Stock Option (right 11/21/02 Common Stock 1,000 to buy) Incentive Stock Option (right 11/21/02 Common Stock 1,302 Incentive Stock Option (right Common Stock 3,630

to buy)

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<pre>Incentive Stock Option (ri to buy)</pre>	.ght Common	Stock	7,321
<pre>Incentive Stock Option (ri to buy)</pre>	.ght Common	Stock	778
Incentive Stock Option (ri to buy)	.ght Common	Stock	7 , 577
<pre>Incentive Stock Option (ri to buy)</pre>	.ght Common	Stock	2,357
Non-Qualified Stock Option (right to buy)	n Common	Stock	1,657

SIGNATURE OF REPORTING PERSON /S/ Holdren, Larry E. DATE 11/25/02