

PEOPLES BANCORP INC
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 *
BROUGHTON GEORGE W

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
PEOPLES BANCORP INC [PEBO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

138 PUTNAM STREET, P.O. BOX 738

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

MARIETTA, OH 45750

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------------|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/01/2005 | Â | J | 12 | A | \$ 27.628 | 7,789 | I | As Custodian |
| Common Stock | 10/01/2005 | Â | J | 18 | A | \$ 27.628 | 7,807 | I | As Custodian |
| Common Stock | 10/01/2005 | Â | J | 22 | A | \$ 27.628 | 7,829 | I | As Custodian |
| Common Stock | Â | Â | Â | Â | Â | Â | 148,098 | D | Â |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|-------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 16,637 | I | As Trustee |
| Common Stock | Â | Â | Â | Â | Â | Â | 558 | I | by Corporation |
| Common Stock | Â | Â | Â | Â | Â | Â | 105 | I | by Daughter |
| Common Stock | Â | Â | Â | Â | Â | Â | 16,333 | I | by Spouse <u>(1)</u> |

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

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(9-02)

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 |
| Deferred Compensation | Â | Â | Â | Â | Â | 08/08/1988 ⁽²⁾ Â ⁽²⁾ | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.23 | Â | Â | Â | Â | 10/10/1997 ⁽³⁾ 04/10/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.483 | Â | Â | Â | Â | 04/13/2000 04/13/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.449 | Â | Â | Â | Â | 10/15/1999 ⁽⁴⁾ 04/15/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 21.302 | Â | Â | Â | Â | 04/08/1998 04/09/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 21.705 | Â | Â | Â | Â | 04/10/2004 04/10/2013 | Common Stock |

| | | | | | | | | | | |
|-------------------------------------------|-----------|---|---|---|---|---|------------|------------|--------------|---|
| Non-Qualified Stock Option (right to buy) | \$ 24.533 | Â | Â | Â | Â | Â | 04/11/2003 | 04/11/2012 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 26.01 | Â | Â | Â | Â | Â | 04/14/2006 | 04/14/2015 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 27.511 | Â | Â | Â | Â | Â | 04/08/2005 | 04/08/2014 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROUGHTON GEORGE W 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750 | Â X | Â | Â | Â |

Signatures

By: Donald J. Landers For: George W. Broughton 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) Reporting person disclaims beneficial ownership of these shares.
- (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) 20% vested six-months from date of grant; thereafter, 20% annual vesting from date of grant.
- (4) 100% vested 6 months from date of grant.

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