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HOLDREN LARRY E

Form 4

January 10, 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.

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

Marietta, OH 45750-0738
2. 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/Year
12/01
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President
7. Individual or Joint/Group Filing (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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) Amount	A or D	Price
Common Stock	12/11/01	M	4,831	A	\$7.245
Common Stock	12/11/01	F	1,892	D	\$18.500
Common Stock					

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

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A	D
Incentive Stock Option (right to buy)	\$7.245	12/11/01	M	4,831	
Incentive Stock Option (right to buy)	\$9.678				

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Incentive Stock Option (right to buy) \$15.682
 Incentive Stock Option (right to buy) \$17.231
 Incentive Stock Option (right to buy) \$21.603
 Incentive Stock Option (right to buy) \$21.917

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
		Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	12/11/01	Common Stock	4,831
Incentive Stock Option (right to buy)		Common Stock	16,910
Incentive Stock Option (right to buy)		Common Stock	3,300
Incentive Stock Option (right to buy)		Common Stock	6,655
Incentive Stock Option (right to buy)		Common Stock	707
Incentive Stock Option (right to buy)		Common Stock	6,888

SIGNATURE OF REPORTING PERSON
 /S/ Holdren, Larry E.
 DATE 01/10/02