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PEOPLES BANCORP INC

Form 4

February 11, 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)
Schneeberger, Carol A.
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
01/02
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
Operations
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	01/23/02	M	500	A \$9.682
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)	\$9.682	01/23/02	M	500
Incentive Stock Option (right to buy)	\$15.682			
Incentive Stock Option (right to buy)	\$17.231			

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to buy)
 Incentive Stock Option (right \$21.603
 to buy)
 Incentive Stock Option (right \$21.917
 to buy)
 Incentive Stock Option (right \$23.764
 to buy)

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)	01/23/02	Common Stock	500
Incentive Stock Option (right to buy)		Common Stock	4,125
Incentive Stock Option (right to buy)		Common Stock	6,655
Incentive Stock Option (right to buy)		Common Stock	708
Incentive Stock Option (right to buy)		Common Stock	6,890
Incentive Stock Option (right to buy)		Common Stock	585

SIGNATURE OF REPORTING PERSON
 /S/ Schneeberger, Carol A.
 DATE 02/11/02