MEAD DAVID L Form 4 January 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * MEAD DAVID L			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			PEOPLES BANCORP INC [PEBO]			(Check all applicable)				
(Last)	(First)	(Middle)		Earliest Tra	ansaction					
138 PUTNAM STREET, P.O. BOX 738			(Month/Day/Year) 01/01/2009			_X_ Director Officer (gives below)		We Owner over (specify		
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Ţ			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
MARIETTA, OH 45750										
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securitie	s Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Da			3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security (Month/Day/Year) Execution (Instr. 3) any		on Date, if TransactionAcquired (A) or Code Disposed of (D)			Securities Form: Direct Indirect Beneficially (D) or Benefic					
(msu. 3)		•	/Day/Year)	(Instr. 8)	(Instr. 3,			Owned	Indirect (I)	Ownership
			·	Code V	Amount	(A) or	rice	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								3,100	D	

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

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

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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. Transacti Code (Instr. 8)	5. Number one f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (e (Month/Day/Year)) s l		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Deferred Compensation	(1)	01/01/2009		A	369	<u>(1)</u>	<u>(1)</u>	Common Stock	369
Non-Qualified Stock Option (right to buy)	\$ 29.12					11/11/2006	05/11/2016	Common Stock	600

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
MEAD DAVID L 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750	X						

Signatures

By: Edward G. Sloane For: David L.
Mead
01/02/2009

**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 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.

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

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