PEOPLES BANCORP INC

Form 4 March 07, 2006

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Common

Stock

Stock

Stock

01/01/2006

03/06/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHNEEBERGER CAROL A			Issuer Name and Ticker or Trading nbol	5. Relationship of Reporting Person(s) to Issuer		
			OPLES BANCORP INC [PEBO]	(Check all applicable)		
(Last)	(First)	Middle) 3.	Date of Earliest Transaction			
		(M	onth/Day/Year)	Director 10% Owner		
138 PUTN 738	AM STREET, P.	O. BOX 01	/01/2006	X Officer (give title Other (specify below) below) Executive Vice President		
(Street)			f Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Fil	d(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MARIETT	'A, OH 45750			Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3. 4. Securities Acquired	5. Amount of 6. 7. Nature of		
Security	(Month/Day/Year)	Execution Da	e, if Transaction(A) or Disposed of (D)	Securities Ownership Indirect		
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially Form: Direct Beneficial		
		(Month/Day/	Year) (Instr. 8)	Owned (D) or Ownership		
				Following Indirect (I) (Instr. 4)		
			(A)	Reported (Instr. 4) Transaction(s)		
			or	(Instr. 3 and 4)		
			Code V Amount (D) Price	(msu. 5 and 4)		

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

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9,877

10,877

9,661

D

D

Ι

401(k)

Plan

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number.

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A of N of S
Incentive Stock Option (right to buy)	\$ 14.919	03/06/2006		M		1,000	04/01/2002(1)	04/01/2009	Common Stock	
Incentive Stock Option (right to buy)	\$ 13.577						04/27/2003(1)	04/27/2010	Common Stock	4
Incentive Stock Option (right to buy)	\$ 23.59						05/09/2005	05/09/2012	Common Stock	
Incentive Stock Option (right to buy)	\$ 28.25						02/09/2009	02/09/2016	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 22.324						12/29/2005	03/27/2013	Common Stock	(
Non-Qualified Stock Option (right to buy)	\$ 23.59						05/09/2005	05/09/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 27.38						12/29/2005	02/10/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Kelationships				
	Director	10% Owner	Officer	Other	
SCHNEEBERGER CAROL A 138 PUTNAM STREET P.O. BOX 738			Executive Vice President		

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MARIETTA, OH 45750

Signatures

By: Donald J. Landers For: Carol A.
Schneeberger
03/07/2006

**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) 25% annual vesting beginning 3 years after date of grant.

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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