PEOPLES BANCORP INC

Form 4

February 15, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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(b).

(Print or Type Responses)

Ferguson Ric	Richard Symbol PEOP (First) (Middle) 3. Date (Month)			suer Name and Ticker or Trading ol PLES BANCORP INC [PEBO] te of Earliest Transaction th/Day/Year)				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify			
138 PUTNAM STREET, P.O. BOX 738			02/13/2007				below)	below)	er (specify		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MARIETTA, OH 45750							Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	. Transaction Date 2A. Dee Month/Day/Year) Execution any (Month/I		Code (Instr. 8)	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) Indirect (I) Instr. 4) 7. Nature of Indirect (I) Indirect (I) Indirect (I) Instr. 4)			
Common Stock	02/13/2007			Code V A	Amount 300	(D)	Price \$ 0	300	D		
Common Stock								100	I	401(k) Plan	

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)

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)	5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation	(1)					<u>(1)</u>	<u>(1)</u>	Common Stock	1,880
Non-Qualified Stock Option (right to buy)	\$ 26.01					04/14/2006	04/14/2015	Common Stock	1,155
Non-Qualified Stock Option (right to buy)	\$ 29.12					11/11/2006	05/11/2016	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ferguson Richard							
138 PUTNAM STREET	X						
P.O. BOX 738	Λ						

Signatures

MARIETTA, OH 45750

By: Donald J. Landers For: Richard

Ferguson 02/15/2007

**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).

Deletionship

(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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