Rector Susan D. Form 5 February 13, 2018

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

2005 Estimated average burden hours per

1.0

response...

Expires:

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

OWNERSHIP OF SECURITIES

Transactions Reported

1. Name and Address of Reporting Person ** Rector Susan D.			2. Issuer Name and Ticker or Trading Symbol PEOPLES BANCORP INC [PEBO]	5. Relationship of Reporting Person(s) to Issuer			
(Last)			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify			
138 PUTNAM BOX 738	M STREET	, P.O.		below) below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			
			1 ned(monda Day, 1 cm)	(check applicable line)			

MARIETTA, OHÂ 45750

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tal	ble I - Non-De	rivative Se	curiti	es Acquire	d, Disposed of, o	or Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2017	Â	<u>J(1)</u>	59.51	A	\$ 32.906	14,019.659	D	Â
Common Stock	05/19/2017	Â	<u>J(1)</u>	63.193	A	\$ 31.784	14,082.852	D	Â
Common Stock	08/18/2017	Â	<u>J(1)</u>	76.157	A	\$ 30.606	14,159.009	D	Â
Common Stock	11/17/2017	Â	<u>J(1)</u>	73.915	A	\$ 32.3	14,232.924	D	Â

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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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exerc Expiration Day/ (Month/Day/	ate	7. Title Amount Underly Securities	t of ying	8. Price of Derivative Security (Instr. 5)	
	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3	3 and 4)		
				(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Rector Susan D. 138 PUTNAM STREET P.O. BOX 738 MARIETTA. OH 45750	ÂX	Â	Â	Â			

Signatures

/s/ Kathryn Bailey, attorney-in-fact for Ms.

Rector

**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 received as a result of participation in the Dividend Reinvestment Program.

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