Archer Dave M. Form 4 December 15, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number:

3235-0287

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Check this box

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

may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Archer Dave M. Issuer Symbol PEOPLES BANCORP INC [PEBO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Other (specify Officer (give title 138 PUTNAM STREET, P.O. BOX 12/15/2010 below) below) 738 Prior Director (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

MARIETTA, OH 45750

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Common

Stock 1

12/15/2010

 $M_{\underline{(2)}}$ 14,242 A $\begin{array}{ccc} \$ \\ 12.99 \end{array}$

51,244

Person

D

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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. Transactio Code (Instr. 8)	Secu Acqu or D (D)	urities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Deferred Compensation	<u>(1)</u>	12/15/2010		M(2)		14,242	<u>(1)</u>	<u>(1)</u>	Common Stock	14
Non-qualified Stock Option (Right to Buy)	\$ 23.593						05/09/2003	05/09/2012	Common Stock	5
Non-qualified Stock Option (Right to Buy)	\$ 21.705						04/10/2004	04/10/2013	Common Stock	5
Non-qualified Stock Option (Right to Buy)	\$ 27.511						04/08/2005	04/08/2014	Common Stock	5
Non-qualified Stock Option (Right to Buy)	\$ 26.01						12/29/2005	04/14/2015	Common Stock	5
Non-qualified Stock Option (Right to Buy)	\$ 29.12						11/11/2006	05/11/2016	Common Stock	đ

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o mail runner, runners	Director	10% Owner	Officer	Other				
Archer Dave M.								
138 PUTNAM STREET				Prior Director				
P.O. BOX 738				Prior Director				
MARIETTA, OH 45750								

Signatures

/s/ Edward G. Sloane, attorney-in-fact for Mr.

Archer 12/15/2010

**Signature of Reporting Person Date

Reporting Owners 2

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) Price, allocation to Insider's account, and shares payable pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.
- (2) Transfer represents lump sum distribution of deferred compensation balance, 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.