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PEOPLES BANCORP INC

Form 4

March 11, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- Name and Address of Reporting Person(s)
 Vadakin, Thomas C.
 138 Putnam Street
 P.O. Box 738

Marietta, OH 45750-0738

- Issuer Name and Ticker or Trading Symbol Peoples Bancorp Inc. (PEBO)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year 02/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[X] Director [] 10% Owner

- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] Form filed by One Reporting Person
 - [] Form filed by More than One Reporting Person

Table	I	Non-Derivative	Securities	Acquired,	Disposed	of,	or	Beneficially	Owned
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1)Title of Security	2)Trans- action Date (Month/ Day/Year)	3.Trans- action Code	- 4.Securities Acquired(A) or Disposed of (D) A or Amount D Price			_	
Common Stock	02/06/02	М	533		\$9.318		
Common Stock	02/06/02	M	1,311	A	\$15.282		

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1)Title of Derivative Security	2)Conversion or Exercise Price of Derivative Security	3)Trans- action Date	4)Trans- action Code	5) Number of Der Securities Acqu or Disposed of	ired (A)
Non-Qualified Stock Option	\$9.318	02/06/02	М		533
<pre>(right to buy) Non-Qualified Stock Option (right to buy)</pre>	\$15.282	02/06/02	М		1,311
Non-Qualified Stock Option	\$17.130				

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(right to buy)

Non-Qualified Stock Option \$24.600

(right to buy)

Table II (PART 2) Derivative	Securities	Acquired, Disposed	of, or Bene	eficially Owned	l (Columns 1
1)Title of Derivative Security	3)Trans- action Date	7) Title and Amount of Underlying Securities	Amount or Number of	8)Price of Deri- vative Security	
-		Title		Shares	
Non-Qualified Stock Option (right to buy)	02/06/02	Common Stock		533	
Non-Qualified Stock Option (right to buy)	02/06/02	Common Stock		1,311	
Non-Qualified Stock Option (right to buy)		Common Stock		1,498	
Non-Qualified Stock Option (right to buy)		Common Stock		1,498	

SIGNATURE OF REPORTING PERSON /S/ Vadakin, Thomas C. DATE 03/08/02