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HOLDREN LARRY E

Form 4

December 02, 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.
- 1. Name and Address of Reporting Person(s) Holdren, Larry E. 138 Putnam Street P.O. Box 738

Marietta, OH 45750-0738

- 2. 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/Day/Year 12/02/2002
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below)

Executive Vice President

- 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

1) Title of Security	2)Trans- action	action	4.Securities Acquired(A) or Disposed of (D)		
	Date (Month/	Code		A or	
	Day/Year)	Code V	Amount		Price
Common Stock	11/27/02	M	500	А	\$8.802
Common Stock	11/27/02	S	500	D	\$24.750
Common Stock	11/27/02	M	1,100	Α	\$8.802
Common Stock	11/27/02	S	1,100	D	\$24.700
Common Stock					

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columbia)	Table II	(PART 1) Derivative	Securities	Acquired	Disposed of	. or	Beneficially	v Owned	(Column	s
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1)Title of Derivative Security	2) Conversion or Exercise Price of Derivative	3)Trans- action Date	4)Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	
	Security		Code V	A	D

Incentive Stock Option (right \$8.802 11/27/02 M to buy)

500

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<pre>Incentive Stock Option (right to buy)</pre>	\$8.802	11/27/02	М	1,100
<pre>Incentive Stock Option (right to buy)</pre>	\$14.256			
<pre>Incentive Stock Option (right to buy)</pre>	\$15.665			
<pre>Incentive Stock Option (right to buy)</pre>	\$19.639			
<pre>Incentive Stock Option (right to buy)</pre>	\$19.925			
<pre>Incentive Stock Option (right to buy)</pre>	\$24.770			
Non-Qualified Stock Option (right to buy)	\$24.770			

		Acquired, Disposed of, or Bene	-	
1) Title of Derivative Security	3)Trans- action	7) Title and Amount of Underlying Securities	Amount or Number of	8)Price of Deri- vative
-		Title	Shares	
<pre>Incentive Stock Option (right to buy)</pre>	11/27/02	Common Stock	500	
Incentive Stock Option (right to buy)	11/27/02	Common Stock	1,100	
Incentive Stock Option (right to buy)		Common Stock	3,630	
Incentive Stock Option (right to buy)		Common Stock	7,321	
Incentive Stock Option (right to buy)		Common Stock	778	
Incentive Stock Option (right to buy)		Common Stock	7 , 577	
Incentive Stock Option (right		Common Stock	2,357	

Common Stock

SIGNATURE OF REPORTING PERSON /S/ By: Gary L. Kriechbaum For: Larry E. Holdren DATE 12/02/02

Non-Qualified Stock Option

to buy)

(right to buy)

1,657