#### PEOPLES BANCORP INC

Form 4/A August 10, 2015

## 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

0.5

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**OMB APPROVAL** 

response...

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

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Dierker David F

2. Issuer Name and Ticker or Trading Symbol

PEOPLES BANCORP INC [PEBO]

5. Relationship of Reporting Person(s) to

Issuer

(First)

3. Date of Earliest Transaction

(Check all applicable)

P.O. BOX 738, 138 PUTNAM

(Month/Day/Year)

X\_ Director 10% Owner Other (specify Officer (give title below)

STREET

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(Street)

(Middle)

(Zip)

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

08/03/2015

08/03/2015

Form filed by More than One Reporting

MARIETTA, OH 45750

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of **Expiration Date Underlying Securities** Security or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4)

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	Price of Derivative ecurity		(Month/Day/Year)	(Instr. 8)		Securi Acqui (A) or Dispo of (D) (Instr. and 5)	red sed 3, 4,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation	<u>(1)</u>	08/03/2015		A(2)(3)		205		<u>(1)</u>	<u>(1)</u>	Common Stock	205 (3)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Dierker David F								
P.O. BOX 738	X							
138 PUTNAM STREET	Λ							
MARIETTA, OH 45750								

## **Signatures**

/s/ Kathryn M. Bailey, attorney-in-fact for Mr.

Dierker

\*\*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).
- 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) Represents Board meeting fees and quarterly retainer paid in stock as part of non-employee director compensation.
- (3) Amendment to reflect change in acquisition date and price.

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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