PEOPLES BANCORP INC

Form 5

February 14, 2017

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

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

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Huggins James S. Symbol PEOPLES BANCORP INC [PEBO] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner Officer (give title Other (specify 12/31/2016 below) below) 138 PUTNAM STREET, P.O. **BOX 738** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

MARIETTA, OHÂ 45750

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

(City)	(State)	(Zip) Tabl	le I - Non-Der	ivative Se	curiti	es Acquire	d, Disposed of,	or Beneficially	y 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 (A) or Di (Instr. 3,	spose	d of (D)	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	02/24/2016	Â	J <u>(1)</u>	0.914	A	\$ 17.684	4,547.719	D	Â
Common Stock	05/23/2016	Â	<u>J(1)</u>	0.836	A	\$ 20.826	4,548.555	D	Â
Common Stock	08/22/2016	Â	J <u>(1)</u>	0.758	A	\$ 23.116	4,549.313	D	Â
Common Stock	11/18/2016	Â	J <u>(1)</u>	0.667	A	\$ 28.124	4,549.98	D	Â

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Common Stock	02/26/2016	Â	J <u>(1)</u>	8.571	A	\$ 17.5	4,558.551	D	Â
Common Stock	05/25/2016	Â	<u>J(1)</u>	7.59	A	\$ 21.26	4,566.141	D	Â
Common Stock	08/24/2016	Â	J <u>(1)</u>	7.07	A	\$ 22.996	4,573.211	D	Â
Common Stock	11/22/2016	Â	J <u>(1)</u>	6.152	A	\$ 28.276	4,579.363	D	Â

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

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SEC 2270 (9-02)

> of D

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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired			`		
	J				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					.,					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						Excicisable	Date		of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Othe				
Huggins James S.								
138 PUTNAM STREET	ÂΧ	Â	Â	â				
P.O. BOX 738	АЛ	А	A	A				
MARIETTA. OH 45750								

Signatures

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

**Signature of Reporting Person

Date

Reporting Owners 2

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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.