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PEOPLES BANCORP INC
Form S-3MEF
December 17, 2002

As filed with the Securities and Exchange Commission on December , 2002
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PEOPLES BANCORP INC.
(Exact name of Registrant as specified in its charter)

OHIO
(State or other jurisdiction
of incorporation or organization)

31-0987416
(I.R.S. Employer
Identification Number)

138 PUTNAM STREET, MARIETTA, OHIO 45750
(740) 373-3155
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

CHARLES R. HUNSAKER, ESQ., GENERAL COUNSEL
PEOPLES BANCORP INC.
138 PUTNAM STREET
MARIETTA, OHIO 45750
(740) 374-6109
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

CHARLES S. DEROUSIE, ESQ
ELIZABETH TURRELL FARRAR, ESQ
VORYS, SATER, SEYMOUR AND PEASE LLP
52 EAST GAY STREET
COLUMBUS, OHIO 43215
(614) 464-6400

JOHN E. FREECHACK, ESQ.
SARAH M. BERNSTEIN, ESQ.
BARACK FERRAZZANO KIRSCHBAUM PERLMAN & NAGELBERG LLC
333 WEST WACKER DRIVE, SUITE 2700
CHICAGO, ILLINOIS 60606
(312) 984-3100

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-101253

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering P
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Common shares, without par value	276,000	\$24.00	\$6,624,000

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This Registration Statement on Form S-3 is being filed with respect to the registration of 276,000 additional common shares, without par value, of Peoples Bancorp Inc., pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement (Registration No. 333-101253) filed by Peoples Bancorp Inc. with the Securities and Exchange Commission on November 15, 2002, as amended by Pre-Effective Amendment No. 1 filed with the Securities and Exchange Commission on December 4, 2002, Pre-Effective Amendment No. 2 filed with the Securities and Exchange Commission on December 13, 2002 and Pre-Effective Amendment No. 3 filed with the Securities and Exchange Commission on December 16, 2002, including, in each case, the exhibits thereto, and declared effective by the Securities and Exchange Commission on December 16, 2002, are incorporated into this Registration Statement on Form S-3 by reference.

The required opinions and consents are listed on the Index of Exhibits attached hereto and filed herewith.

CERTIFICATION

Peoples Bancorp Inc. hereby certifies to the Commission that it has instructed its bank to pay the Commission the filing fee of \$610 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on December 17, 2002); that it will

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not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank during regular business hours on December 17, 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Peoples Bancorp Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marietta, State of Ohio, on December 16, 2002.

PEOPLES BANCORP INC.

By: /s/ Robert E. Evans

ROBERT E. EVANS
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Robert E. Evans ----- ROBERT E. EVANS	President and Chief Executive Officer and Director (Principal Executive Officer)	December 16, 2002
* Carl Baker, Jr. ----- CARL BAKER, JR.	Director	December 16, 2002
* George W. Broughton ----- GEORGE W. BROUGHTON	Director	December 16, 2002
* Frank L. Christy ----- FRANK L. CHRISTY	Director	December 16, 2002
* Wilford D. Dimit ----- WILFORD D. DIMIT	Director	December 16, 2002
* Rex E. Maiden ----- REX E. MAIDEN	Director	December 16, 2002
* Robert W. Price -----	Director	December 16, 2002

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ROBERT W. PRICE

* Paul T. Theisen Director December 16, 2002

PAUL T. THEISEN

* Thomas C. Vadakin Director December 16, 2002

THOMAS C. VADAKIN

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Signature -----	Title -----	Date -----
* Joseph H. Wesel ----- JOSEPH H. WESEL	Chairman of the Board and Director	December 16, 2002
* John W. Conlon ----- JOHN W. CONLON	Chief Financial Officer and Treasurer (Principal Accounting Officer)	December 16, 2002
* Gary L. Kriechbaum ----- GARY L. KRIECHBAUM	Controller	December 16, 2002

* By Robert E. Evans pursuant to Powers of Attorney executed by the directors and executive officers listed above, which Powers of Attorney are filed with the Securities and Exchange Commission.

/s/ Robert E. Evans

Name: Robert E. Evans
Title: President and Chief Executive Officer and Director

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INDEX OF EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----	EXHIBIT LOCATION -----
5.1	Opinion of Vorys, Sater, Seymour and Pease LLP.	Filed herewith.
23.1	Consent of Ernst & Young LLP, independent accountants.	Filed herewith.

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23.2 Consent of Vorys, Sater, Seymour and Pease LLP Filed herewith.
(included in opinion filed as Exhibit 5.1).