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PEOPLES BANCORP INC  
Form 8-K  
December 02, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

December 2, 2002

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Date of Report (Date of earliest event reported)

PEOPLES BANCORP INC.

-----  
(Exact name of Registrant as specified in its charter)

0-16772  
Commission File Number

Ohio

-----  
(State or other jurisdiction of incorporation)

31-0987416

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

138 Putnam Street  
P.O. Box 738,  
Marietta, Ohio

-----  
(Address of principal executive office)

45750

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(Zip Code)

Registrant's telephone number, including area code:  
(740) 373-3155

Not applicable  
(Former name or former address, if changed since last report)

Index to Exhibits on Page 3

- Item 1. Changes in Control of Registrant  
Not applicable.
- Item 2. Acquisition or Disposition of Assets  
Not applicable.
- Item 3. Bankruptcy or Receivership  
Not applicable.
- Item 4. Changes in Registrant's Certifying Accountant

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Not applicable.

Item 5. Other Events and Regulation FD Disclosure  
Peoples Bancorp Inc. and Kentucky Bancshares Incorporated enter  
Definitive Agreement. The release is included herewith as Exhibit 99.

Item 6. Resignations of Registrant's Directors  
Not applicable.

Item 7. Financial Statements and Exhibits  
(a) None required  
(b) None required  
(c) Exhibits

Item 8. Change in Fiscal Year  
Not applicable.

Item 9. Sales of Equity Securities Pursuant to Regulation S  
Not applicable.

EXHIBIT NUMBER	DESCRIPTION
2	Agreement and Plan of Merger Dated November 29, 2002
99	News Release dated December 2, 2002

Item 8. Change in Fiscal Year  
Not applicable.

Item 9. Sales of Equity Securities Pursuant to Regulation S  
Not applicable.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: December 2, 2002

PEOPLES BANCORP INC.

-----  
Registrant

By: /s/ ROBERT E. EVANS

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Robert E. Evans  
President and Chief Executive Officer

INDEX TO EXHIBITS

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Exhibit Number	Description	Page
99	News Release issued 12/02/02	Filed Herewith
2	Agreement and Plan of Merger	Filed Herewith