

RECEIVED

MAR 28 2012

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
Page 1 of 2

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1131554

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

1. Herschel S Taylor
Name of the Bank Holding Company Director and Official
Chairman of the Board/Director
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Peoples Bancorp Inc

Legal Title of Bank Holding Company

PO Box 1049

(Mailing Address of the Bank Holding Company) Street / P.O. Box

Manchester TN 37349

City State Zip Code

1203 Hillsboro Blvd. Manchester Tn 37355

Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Person to whom questions about this report should be directed:

Vicky Inzer Secretary/Treasury

Name Title

931-728-3381

Area Code / Phone Number / Extension

931-728-3255

Area Code / FAX Number

vinzer@bankwithpeoples.com

E-mail Address

bankwithpeoples.com

Address (URL) for the Bank Holding Company's web page

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Herschel S Taylor
Signature of Bank Holding Company Director and Official

3-27-12
Date of Signature

For bank holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

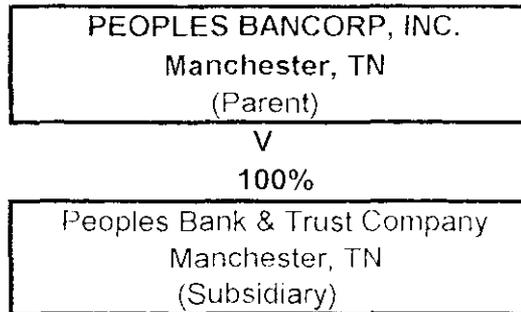
No

Form FR Y-6
PEOPLES BANCORP, INC.
Manchester, Tennessee 37355
Fiscal Year Ending December 31, 2011

Report Item 1: b. The bank holding company prepares an annual report for its shareholders.
Two copies are enclosed.

Report Item 2: Organizational Chart

The following chart shows the bank holding company's direct ownership and control of its wholly-owned subsidiary at December 31, 2011



- (1) Both entities are located at 1203 Hillsboro Blvd, Manchester, TN 37355.
- (2) The subsidiary does business under its own name.
- (3) There are no other subsidiaries.

Report Item 2b: Domestic Branch Listing
Attached

Report Item 3: Shareholders
Attached

Report Item 4: Insiders
Attached

Form FR Y-6
December 31, 2011

REPORT ITEM 3: Shareholders

(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011 | | | Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-11 | | |
|-------------------------------------------------------------------------------------------------------------------------------|--------|--------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|
| (1)(a) | (1)(b) | (1)(c) | (2)(a) | (2)(b) | (2)(c) |
| ✓ Herschel S. Taylor Manchester, TN | U.S.A. | 8,039 - 12.70% Common Stock | N/A | | |
| ✓ Bobby G. Willis Hillsboro, TN | U.S.A. | 5,550 - 8.77% Common Stock | | | |

Form FR Y-6
December 31, 2011

REPORT ITEM 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

| (1) | (2) | (3) (a) | (3) (b) Peoples Bank & Trust Company | (3) (c) | (4)(a) | (4)(b) | (4) (c) |
|---------------------------------------|-----------------------------|--------------------------|--------------------------------------------|-----------------------------------------------------|--------|--------|-----------------------------------|
| ✓ D Michael England Manchester, TN | Real Estate Broker | Director | Director | None | 0.32% | N/A | N/A |
| ✓ Elmer Morris, Jr. Manchester, TN | Banker | Director / Pres / CEO | Director / Pres / CEO | None | 2.74% | N/A | N/A |
| ✓ Herschel S Taylor Manchester, TN | Dentist | Director & Chairman | Director & Chairman | None | 12.70% | N/A | N/A |
| ✓ Bobby G Willis Hillsboro, TN | Farmer | Director & Vice Chmn. | Director & Vice Chairman | President Willis Farms, Inc. Hillsboro, TN | 8.77% | N/A | Willis Farms, Inc. 40.0% |
| | | | | Partner Pineview Development Co Hillsboro, TN | | | Pineview Development Co. 33.3% |
| | | | | Partner Riverview Development Hillsboro, TN | | | Riverview Development 100.0% |
| ✓ David Young Manchester, TN | Electric Utility Manager | Director | Director | N/A | 0.05% | N/A | N/A |
| ✓ Sammy Young Hillsboro, TN | Agribusiness Manager | Director | Director | N/A | 0.40% | N/A | N/A |

Results: A list of branches for your depository institution: PEOPLES BANK & TRUST COMPANY (ID_RSSD: 28732). This depository institution is held by PEOPLES BANCORP, INC. (1131554) of MANCHESTER, TN. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County |
|-------------|----------------|----------------------------|-----------------|------------------------------|--------------------------|------------|-------|----------|--------|
| | | Full Service (Head Office) | 28732 | PEOPLES BANK & TRUST COMPANY | 1203 HILLSBORO BOULEVARD | MANCHESTER | TN | 37355 | COFFEE |