

SCHULHOFF HENRY L
 Form 4
 January 05, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHULHOFF HENRY L

2. Issuer Name and Ticker or Trading Symbol
 WESBANCO INC [WSBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE BANK PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2005

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

WHEELING, WV 26003

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	01/03/2005		A		62,333 (1) A (1) 62,333 (1)	D	
Common Stock	01/03/2005		A		5,074 (1) A (1) 5,074 (1)	I	By Schulhoff & Co.
Common Stock	01/03/2005		A		7,973 (1) A (1) 7,973 (1)	I	By Spouse

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 8.94	01/03/2005		A	6,085	04/19/1996 04/19/2006	Common Stock	6,085
Stock Option	\$ 17.55	01/03/2005		A	5,662	03/19/1999 03/19/2009	Common Stock	5,662
Stock Option	\$ 11.92	01/03/2005		A	3,775	05/19/2000 05/19/2010	Common Stock	3,775
Stock Option	\$ 11.59	01/03/2005		A	3,775	05/08/2001 05/08/2011	Common Stock	3,775
Stock Option	\$ 17.22	01/03/2005		A	3,775	11/21/2003 11/21/2013	Common Stock	3,775

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULHOFF HENRY L ONE BANK PLAZA WHEELING, WV 26003		X		

Signatures

/s/ Robert H. Young,
Attorney-in-Fact

01/05/2005

**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).

(1) Estimated number of WesBanco, Inc. shares to be issued in connection with the acquisition of Winton Financial Corp. The final number of WesBanco shares to be issued will be determined subsequent to the receipt of stockholder election forms. Shares acquired pursuant to

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merger with and into WesBanco, Inc. in exchange for either \$20.75 in cash or 0.755 shares, having a market value of \$31.97 at the effective time of the merger, for each Winton share owned. What the reporting person will receive in exchange for Winton shares will be subject to the limitations and adjustments set forth in the merger agreement.

- (2) This option was assumed by WesBanco in the merger replacing an option to purchase 8,060 shares of Winton at \$6.75 per share.
- (3) This option was assumed by WesBanco in the merger replacing an option to purchase 7,500 shares of Winton at \$13.25 per share.
- (4) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$9.00 per share.
- (5) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$8.75 per share.
- (6) This option was assumed by WesBanco in the merger replacing an option to purchase 5,000 shares of Winton at \$13.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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