Edgar Filing: PECO II INC - Form 4

PECO II IN Form 4 May 23, 200	95											
FORM	14 UNITED STAT	res secue	TTIFS A	ND FX	CHAI	NCF	OMMISSION	T	PPROVAL			
Check th			shington,			NGE V		OMB Number:	3235-0287			
if no long	ner		CECINI	DENIEF.			NEDSIIDOE	Expires:	January 31, 2005			
subject to Section 1 Form 4 c Form 5 obligatio	Filed pursuant	to Section 1	F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchang					Estimated burden ho response	urs per			
See Instruction 1(b). 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)											
Smith Linda H S			2. Issuer Name and Ticker or Trading Symbol PECO II INC [(PIII)]					5. Relationship of Reporting Person(s) to Issuer				
(Last)		3. Date of Earliest Transaction					(Check all applicable)					
(Month			th/Day/Year) 9/2005				Director _X_ 10% Owner Officer (give title below) Other (specify below)					
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
Filed(M GALION, OH 44833			onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Zip)	reison						isposed 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)			3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)				SecuritiesFBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)					
Common Stock	05/19/2005		<u>S(1)</u>	400	D	\$ 1.01	1,375,550	D				
Common Stock	05/19/2005		S <u>(1)</u>	2,000	D	\$ 1.02	1,373,550	D				
Common Stock	05/20/2005		S <u>(1)</u>	2,000	D	\$ 1.02	1,371,550	D				
Common Stock	05/20/2005		S <u>(1)</u>	6,000	D	\$ 1.04	1,365,550	D				
Common Stock							1,000,000	I	By: Ashwood I LLC			

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Common Stock	500,000	Ι	By: Ashwood II LLC
Common Stock	38,000	Ι	By: Son- 1
Common Stock	38,000	Ι	By: Son- 2
Common Stock	38,000	Ι	By: Daughter

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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)	4. Transac Code (Instr. 8	5. tionNumber of) Derivati Securitic Acquiree (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day ve es d	Date	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address				
1	Director	10% Owner	Officer	Other
Smith Linda H 1376 ST. RT. 598 GALION, OH 44833		Х		
Signatures				
Lisa A. Green For: Linda H. Smith		05/23/2005		
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 3, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space 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.