

PREFORMED LINE PRODUCTS CO
Form SC 13D/A
December 10, 2008

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

PREFORMED LINE PRODUCTS COMPANY

(Name of Issuer)

Common Shares, \$2 par value per share

(Title of Class of Securities)

740444 10 4

(CUSIP Number)

Randall M. Ruhlman

Preformed Line Products Company

660 Beta Drive

Mayfield Village, OH 44143

(440) 461-5200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 1, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1

Randall M. Ruhlman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

SOLE VOTING POWER

7

NUMBER OF 166,266

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

1,433,764

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 166,266

WITH SHARED DISPOSITIVE POWER

10

1,433,764

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,660,030

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

31.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

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In March 2004, the Reporting Person filed a Schedule 13D, which has been further amended by Schedule 13D filings in February 2005 and September 2006.

Item 1. Security and Issuer.

This Statement on Schedule 13D/A relates to the Common Shares, \$2 par value per share, of Preformed Line Products Company (the Company), an Ohio corporation, with principal offices at 660 Beta Drive, Mayfield Village, OH 44143.

Item 2. Identity and Background.

- (a) Randall M. Ruhlman

- (b) Preformed Line Products Company
660 Beta Drive
Mayfield Village, Ohio 44143

- (c) President, Ruhlman Motorsports

- (d) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e) During the last five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining further violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (f) U.S.A.

Item 3. Source and Amount of funds or Other Consideration.

The source of consideration for the Reporting Person's prior acquisitions of Common Shares is personal funds.

Item 4. Purpose of the Transaction.

This Amendment No. 3 to Schedule 13D is being filed by the Reporting Person to report an increase in the Reporting Person's beneficial ownership of the Company's Common Shares. On December 1, 2008, an irrevocable trust under a trust agreement between the Reporting Person's mother, Barbara P. Ruhlman, and Bernard L. Karr, dated July 29, 2008, acquired from Barbara P. Ruhlman one million Company Common Shares. As business advisor to the trust, the Reporting Person has dispositive and voting authority with respect to the Company Common Shares owned by the trust.

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Item 5. Interest in Securities of the Issuer.

- (a) The Reporting Person beneficially owns 1,660,030 share of the Common Shares, or 31.8%.
- (b) The Reporting Person will have the sole voting and dispositive power of 166,266 Common Shares. The Reporting Person will have shared voting and dispositive power of 1,493,764 Common Shares, including 93,312 shares held in trust for the benefit of Randall M. Ruhlman and his children (these 93,312 shares are also shown as being beneficially owned by Robert G. Ruhlman), 400,452 shares held in the Ethel B. Peterson Trust of which KeyCorp is the trustee and for which Randall M. Ruhlman acts as co-Trust Advisor and has voting control (these 400,452 shares are also shown as being beneficially owned by Robert G. Ruhlman) and 1,000,000 shares held in the Irrevocable Trust between Barbara P. Ruhlman and Bernard L. Karr of which Bernard L. Karr is the trustee and for which Randall M. Ruhlman acts as co-Trust-Advisor and has voting control (these 1,000,000 shares are also shown as being beneficially owned by Robert G. Ruhlman).
- (c) None.
- (d) The Reporting Person, based on his percentage ownership of the Common Shares to which this statement relates, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from, any sale of such Common Shares. The Reporting Person holds interests that exceed 5% of the Common Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Exhibits

1 Power of Attorney.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 10, 2008

/s/ Caroline S. Vaccariello by Power of Attorney

Randall M. Ruhlman