Edgar Filing: PECO II INC - Form 4

PECO II INO Form 4 February 28, FORN Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may cont <i>See</i> Instru 1(b).	2005 4 UNITED STATE is box ger 5 6. r 5 6. r 5 6. r 5 6. r 5 6. r 5 6. r 5 6. 5 6. 5 6. 7 5 6. 7 5 6. 7 5 6 5 6 5 6 5 6 7 5 6 5 6 7 5 6 7 5 7 5 6 6 7 5 7 5 7 6 7 5 7 6 7 5 7 7 7 7 7 7 7 7 7 7 7 7 7	Washington DF CHANGES IN SECUI Section 16(a) of th	h, D.C. 20 BENEFI RITIES he Securit Iding Com	549 CIAL (ies Excl apany A	OW I hange Act of	NERSHIP OF e Act of 1934, ⁷ 1935 or Sectio	OMB Number: Expires: Estimated burden hou response	urs per	
(Print or Type I	Responses)								
1. Name and A SMITH MA	Address of Reporting Person <u>*</u> ATTHEW P	2. Issuer Name an Symbol PECO II INC [()		Trading		Issuer		Reporting Person(s) to	
(Last) 1376 STAT	(First) (Middle) E ROUTE 598	3. Date of Earliest T (Month/Day/Year) 02/25/2005				_X_ Director	title $\begin{array}{c} X \\ below \end{array}$	% Owner	
GALION, C	(Street) DH 44833	4. If Amendment, D Filed(Month/Day/Yea	-			6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M Person		erson	
(City)	(State) (Zip)	Table I - Non-	Derivative S	Securitie	es Acq	uired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any	emed 3. on Date, if Transact Code /Day/Year) (Instr. 8)	4. Securi ion(A) or Di (D) (Instr. 3,	ties Acqu sposed of 4 and 5) (A) or	uired of	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common Stock	02/25/2005	Code $\sqrt{S(1)}$	/ Amount 900	ъ \$	rice		D		
Common Stock	02/25/2005	S <u>(1)</u>	2,000	D \$	1.1	1,447,050	D		
Common Stock	02/25/2005	S <u>(1)</u>	100	D \$.11	1,446,950	D		
Common Stock						1,000,000	I	By: Ashwood I LLC	
Common Stock						500,000	Ι	By: Ashwood	

			II LLC						
Common Stock	38,000	Ι	By: Son-2						
Common Stock	38,000	Ι	By: Son-1						
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.SEC 1474 (9-02)									
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of 2. 3. Transaction Date 3A. Deemed	4. 5. 6. Date Exercisable	e and 7. Titl	e and 8. Price of						

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. onNumber	6. Date Exer Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative		· · · ·	, í	Securities			(Instr.	3 and 4)	, í	Owne
	Security				Acquired				()		Follo
	2				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
									of		

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMITH MATTHEW P 1376 STATE ROUTE 598 GALION, OH 44833	Х	Х					
Signatures							
Lisa A Green For Matthew P Smith		02/28/2005					
**Signature of Reporting Person		Date					

Shares

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.