Smith Linda H Form 4 February 22, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and A Smith Linda	Symbol	Issuer Name and Ticker or Trading Symbol PECO II INC [(PIII)]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	Middle) 3. Date of	3. Date of Earliest Transaction					(Check all applicable) Director X 10% Owner		
1376 ST. R'	`	(Month/Day/Year) 02/18/2005				Officer (gives)		ner (specify		
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
GALION, O	OH 44833						Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code	4. Securion(A) or D (D) (Instr. 3,	4 and (A) or	d of	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 Beneficial Ownership (Instr. 4)	
Common Stock	02/18/2005		S(1)	4,000	D	\$ 1.15	1,457,550	D		
Common Stock	02/18/2005		S(1)	3,600	D	\$ 1.16	1,453,950	D		

		Code v	Amount	(D)	Price			
Common Stock	02/18/2005	S <u>(1)</u>	4,000	D	\$ 1.15	1,457,550	D	
Common Stock	02/18/2005	S <u>(1)</u>	3,600	D	\$ 1.16	1,453,950	D	
Common Stock	02/18/2005	S <u>(1)</u>	1,000	D	\$ 1.17	1,452,950	D	
Common Stock	02/18/2005	S(1)	3,000	D	\$ 1.18	1,449,950	D	
Common Stock						1,000,000	I	By: Ashwood I LLC

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

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) 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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration Da		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Under Securi (Instr.	, ,	Security (Instr. 5)	Secur 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	Relationships						
	Director	10% Owner	Officer	Other			
Smith Linda H							
1376 ST. RT. 598		X					
GALION, OH 44833							
Signatures							

Lisa A. Green For: Linda H. 02/22/2005 Smith

**Signature of Reporting Person Date

Reporting Owners 2

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.