### Edgar Filing: PECO II INC - Form 4

Check this box if no longer subject to Section 16. SECURITIES SECURITIES NUMBERS IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES SECURITIES NUMBERS IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES SECURITIES									3235-0287 January 31, 2005 average urs per		
(Print or Type I	Responses)										
Smith Linda H Symbol			Name and		Tradir	ıg	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)					(Check all applicable)					
(Month/I 1376 ST. RT. 598 05/23/2			/Day/Year) 2005				Director     10% Owner       Officer (give title     Other (specify below)				
GALION, C	(Street) DH 44833		ndment, Dat th/Day/Year)	-			6. Individual or J Applicable Line) _X_ Form filed by 1 Form filed by 1 Person		erson		
(City)	(State) (Zip)	Table	e I - Non-D	erivative	Securi	ities Aco	quired, Disposed o	f, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	any	eemed tion Date, if h/Day/Year)	3. Transactic Code (Instr. 8) Code V		spose	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)			
Common Stock	05/23/2005		S <u>(1)</u>	4,800	D	\$ 1.06	1,360,750	D			
Common Stock	05/24/2005		S <u>(1)</u>	5,300	D	\$ 1.06	1,355,450	D			
Common Stock							1,000,000	I	By: Ashwood I LLC		
Common Stock							500,000	I	By: Ashwood II LLC		
Common							38,000	Ι	By: Son- 1		

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Stock			
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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration	m1.1	or		
						Exercisable	Date	Title	Number		
				<u> </u>					of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Other				
Smith Linda H 1376 ST. RT. 598 GALION, OH 44833		Х					
Signatures							
Lisa A. Green For: Linda H. Smith	05/25/2005						
**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)

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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.