PECO II INC Form 3 February 17, 2005 **FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION** Washington, D.C. 20549 OMB APPROVAL OMB Number: 3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Smith Linda H				2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol PECO II INC [(PIII)]				
	(Last)	(First)	(Middle)	08/15/2000	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
1376 ST. RT. 598								(-·······	
(Street) GALION, OH 44833					(Check all applicable) <u> </u>			6. Individual or Joint/Group	
			33					Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
	(City)	(State)	(Zip)	Table I - N	Non-Derivat	ive Securiti	es Be	neficially Owned	
1.Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)		4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Co	ommon Ste	ock		1,461,550		D	Â		
Common Stock				1,000,000		Ι	By: A	Ashwood I LLC	
Common Stock				500,000	500,000 38,000		By: A	Ashwood II LLC	
Common Stock				38,000			By: I	Daughter	
Common Stock				38,000	38,000		By: S	: Son- 1	
Common Stock				38,000		Ι	By: S	Son- 2	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

January 31,

2005

0.5

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Estimated average burden hours per

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security I c	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options (right to buy)	11/20/2001	11/20/2005	Common Stock	1,907	\$ 20.125	Ι	By Spouse
Non-Qualified Stock Options (right to buy)	07/17/2002	07/17/2006	Common Stock	75,000	\$ 6.37	Ι	By Spouse

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Smith Linda H 1376 ST. RT. 598 GALION, OH 44833	Â	ÂX	Â	Â	
Signatures					
Lisa A. Green For: Linda H. Smith	(02/17/2005			

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Date

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.