Edgar Filing: PECO II INC - Form 4

PECO II INC Form 4																			
November 28	8, 2007																		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PPROVAL											
Check this box			Washington, D.C. 20549					Number:	3235-0287 January 31										
if no long subject to Section 1 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: 20 Estimated average burden hours per response (
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 1	(20) (h) of the Investment Commonly A of of 1040																	
(Print or Type R	Responses)																		
(Last) (First) (Middle) 1376 STATE ROUTE 598 (Street)			 Issuer Name and Ticker or Trading Symbol PECO II INC [(PIII)] Date of Earliest Transaction (Month/Day/Year) 11/27/2007 				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u>X</u> Director <u>ISSUE</u> (Director INFORMATION OF Comparison of the specify below)												
												4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
													(7)						Person
			(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuriti	ies Acq	uired, Disposed of	, or Beneficial	lly Owned						
1.Title of Security (Instr. 3)	any				4. Securities Acquired action(A) or Disposed of (D) . 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)									
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)											
Common Stock, without par value	11/27/2007			А	10,000 (1)	A	\$ 0	1,994,314	I	By Trust									

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amoun Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GREEN JAMES L 1376 STATE ROUTE 598 GALION, OH 44833	Х						
Signatures							
Kimberly J.Lauer For James L. Green		11/28/20	07				

**Signature of Reporting Person

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).

Date

- (1) Common shares were granted as restricted stock in lieu of annual retainer for non-employee board members. These restricted shares will vest on July 1, 2008.
- (2) Shares owned directly by the Green Family Trust, and indirectly by James L. Green as co-trustee of the trust with his spouse, Mary Janet Green.

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.