Edgar Filing: PECO II INC - Form 4

PECO II INO Form 4	C												
May 15, 200	8												
FORM /										OMB APPROVAL			
Washington, D.C. 20549								N OMB Number					
Check this box if no longer										January 31, 2005			
subject to Section 1 Form 4 o Form 5		SECUR	RITIES		VNERSHIP OI	Estimate burden ł respons	ed average nours per						
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the F	Public U		ding Cor	npan	y Act o	ge Act of 1934 of 1935 or Sect 940					
(Print or Type I	Responses)												
1. Name and Address of Reporting Person <u>*</u> MARXE AUSTIN W & GREENHOUSE DAVID M			2. Issuer Name and Ticker or Trading Symbol PECO II INC [piii]					5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (N	/liddle)	3. Date of Earliest Transaction				(Ch	eck all applic	able)				
C/O SPECI	AL SITUATIONS 7 MADISON AV	S	(Month/E 05/13/2	Day/Year)				Director Officer (gi below)		10% Owner Other (specify			
	(Street)				nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	K, NY 10022							Form filed by Person	More than One	e Reporting			
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secu	rities Ac	equired, Disposed	of, or Benefi	cially Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution I any (Month/Day/Year)					d of	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
				Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Common Stock	05/13/2008			Р	100 <u>(1)</u> (2)	А	\$ 4.05	321,372 <u>(1)</u> (2)	I (1) (2)	By Limited Partnership (1) (2)			
Reminder: Ren	oort on a separate line	for each cla	uss of secu	rities benef	icially ow	ned di	rectly o	r indirectlv.					
	r min				Perso	ons w	ho res	pond to the colle ained in this form		SEC 1474 (9-02)			

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Other

Reporting Owners

Reporting Ov	Relationships					
	Director	10% Owner	Officer	C		
MARXE AUSTIN W & C/O SPECIAL SITUAT 527 MADISON AVEN NEW YORK, NY 1002	Х					
Signatures						
Austin Marxe	Austin Marxe 05/15/2008					
<u>**</u> Signature of Reporting Person	Date					
David Greenhouse	05/15/2008					

<u>**</u>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).

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP) and Special Situations Cayman Fund, L.P. (Cayman), respectively. 218,921shares of Common Stock are held by QP and 102,451 shares of Common Stock are held by Cayman. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP and Cayman is limited to the extent of his pecuniary interest.

(2) The total beneficial ownership reflects a 1 for 10 reverse split, which occurred on May 7, 2008

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.