PECO II INC
Form SC 13G/A
April 22, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 9)*
PECO II, Inc.

(Name of Issuer)
Common Shares, without par value

(Title of Class of Securities)
705221 20 8

(CUSIP Number)
April 16, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)
o Rule 13d-1(c)
þ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Matthew P. Smith	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) o (b) o	
	Not Applicable	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	**5** SOLE VOTING POWER	0
	6 SHARED VOTING POWER	0
	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	0

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o Not Applicable
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Linda H. Smith
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o Not Applicable
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	**5** SOLE VOTING POWER	0
	6 SHARED VOTING POWER	0
	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	0

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o Not Applicable
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

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Item 1(a). Name of Issuer:

PECO II, Inc.

Item 1(b). Address of Issuer s Principal Executive Offices:

1376 State Route 598, Galion, Ohio 44833

Item 2(a). Name of Person Filing:

Matthew P. Smith and Linda H. Smith. A Joint Filing Agreement is attached hereto as Exhibit A.

Item 2(b). Address of Principal Business Office or, if None, Residence:

1376 State Route 598, Galion, Ohio 44833

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Shares, without par value

Item 2(e). CUSIP Number:

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Item 3: If This Statement is Filed Pursuant to Rules 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) o Broker or dealer registered under Section 15 of the Exchange Act;

(b) o Bank as defined in Section 3(a)(6) of the Exchange Act;

(c) o Insurance company as defined in Section 3(a)(19) of the Exchange Act;

(d) o Investment company registered under Section 8 of the Investment Company Act;

(e) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) o A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) o A non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J);

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(j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Item 4. Ownership.

(a) Amount beneficially owned:

An aggregate of 0 shares* are beneficially owned by Mr. Smith, Mrs. Smith, Ashwood I, LLC, and Ashwood II, LLC, with Mr. Smith serving as co-manager with Mrs. Smith of the limited liability companies. Mr. Smith and Mrs. Smith have voting and dispositive power of the securities held by the limited liability companies.

(b) Percentage of class:

Matthew P. Smith	0%
Linda H. Smith	0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

Matthew P. Smith	0 shares*
Linda H. Smith	0 shares*

(ii) Shared power to vote or direct the vote:

Matthew P. Smith	0 shares*
Linda H. Smith	0 shares*

(iii) Sole power to dispose or direct the disposition of:

Matthew P. Smith	0 shares*
Linda H. Smith	0 shares*

(iv) Shared power to dispose or direct the disposition of:

Matthew P. Smith	0 shares*
Linda H. Smith	0 shares*

* On April 16, 2010, Lineage Power Holdings, Inc. (Lineage) completed its acquisition of PECO II, Inc. (PECO II) pursuant to the

terms of that certain Agreement and Plan of Merger, dated February 18, 2010 (the Merger Agreement). Pursuant to the terms of the Merger Agreement, Lineage Power Ohio Merger Sub, Inc., an Ohio corporation and a wholly owned subsidiary of Lineage (Merger Sub) merged with and into PECO II, with PECO II continuing as the surviving entity and a wholly owned subsidiary of Lineage (the Merger). At the effective time of the Merger, the issued and outstanding shares of PECO II s common stock, without par value per share, were converted into the right to receive $5.86 per share in cash without interest.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

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Item 6. **Ownership of More than Five Percent on Behalf of Another Person.**

In their capacities as co-managers of Ashwood I, LLC and Ashwood II, LLC, each of Matthew P. Smith and Linda H. Smith has the power to direct the receipt of dividends from, and the proceeds from the sale of, the securities held by the limited liability companies.

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

Item 8. **Identification and Classification of Members of the Group.**

Not Applicable

Item 9. **Notice of Dissolution of Group.**

Not Applicable

Item 10. **Certification.**

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 20, 2010

/s/ Matthew P. Smith
Matthew P. Smith

/s/ Linda H. Smith
Linda H. Smith

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Exhibit A
JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) (the Statement) with respect to the Common Shares, without par value, of PECO II, Inc. beneficially owned by the undersigned, and further agree to the filing of this Agreement as an exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to the Statement.

Dated: April 20, 2010

/s/ Matthew P. Smith
Matthew P. Smith

/s/ Linda H. Smith
Linda H. Smith