

PECO II INC  
Form 8-K  
August 10, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 21, 2004**

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**PECO II, Inc.**

(Exact name of registrant as specified in its charter)

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**Ohio**  
(State or other jurisdiction

of incorporation)

**1376 State Route 598, Galion, Ohio**  
(Address of principal executive offices)

**000-31283**  
(Commission File Number)

**34-1605456**  
(I.R.S. Employer

Identification No.)

**44833**  
(Zip Code)

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Registrant's telephone number, including area code: (419) 468-7600

(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events and Regulation FD Disclosure.

On August 10, 2004, the Company issued a press release announcing that it had received a letter from Nasdaq notifying it that it is not in compliance with Nasdaq's continuing listing requirements. The press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by this reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

| <u>Exhibit</u> | <u>Description of Exhibit</u>         |
|----------------|---------------------------------------|
| 99.1           | Press Release, dated August 10, 2004. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PECO II, INC.

Date: August 10, 2004

By: /s/ James L. Green

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James L. Green

President and Chief Executive Officer

EXHIBIT INDEX

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