

Heindel John Gerard
Form SC 13G/A
April 22, 2010

CUSIP No. 705221 20 8

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

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:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ 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 (Act) 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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NAME OF REPORTING PERSONS

1

John G. Heindel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

Not Applicable

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON 0

SHARED DISPOSITIVE POWER

8

WITH:
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

CUSIP No. 705221 20 8

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:

John G. Heindel

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:

705221 20 8

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) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act;
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ 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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- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Item 4. Ownership.

- (a) Amount beneficially owned:

0 shares*

- (b) Percentage of class: 0%

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

(i) Sole power to vote or direct the vote: 0 shares*

(ii) Shared power to vote or direct the vote: 0 shares*

(iii) Sole power to dispose or direct the disposition of: 0 shares*

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

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

Not applicable

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 21, 2010

/s/ John G. Heindel
John G. Heindel

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