

PREFORMED LINE PRODUCTS CO

Form SC 13D/A

March 04, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

PREFORMED LINE PRODUCTS COMPANY

(Name of Issuer)

Common Shares, \$2 par value per share

(Title of Class of Securities)

740444 10 4

(CUSIP Number)

Caroline S. Vaccariello

Preformed Line Products Company

660 Beta Drive

Mayfield Village, OH 44143

(440) 461-5200

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 14, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 740444 10 4

NAME OF REPORTING PERSON

1

Barbara P. Ruhlman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

(see instructions)

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

5 ☐

TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

NUMBER OF **7** **SOLE VOTING POWER**

SHARES 589,161

BENEFICIALLY **8** **SHARED VOTING POWER**

OWNED BY 39,195

EACH **9** **SOLE DISPOSITIVE POWER**

REPORTING 589,161

PERSON **10** **SHARED DISPOSITIVE POWER**

WITH: 39,195

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

628,356

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

12 **SHARES** (see instructions)

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

11.7%

TYPE OF REPORTING PERSON (see instructions)

14

IN

2

CUSIP No. 740444 10 4

EXPLANATORY NOTE

Barbara P. Ruhlman (the "Reporting Person") filed a Schedule 13G in November 2001. In March 2004, the Reporting Person amended the 2001 Schedule 13G by filing a Schedule 13D, which has been further amended by Schedule 13D/A filings in February 2005, September 2006 and December 2008. All previous Schedule 13G and Schedule 13D filings by the Reporting Person are collectively referred to herein as the "Schedule 13D."

This Amendment No. 5 to Schedule 13D (this "Amendment") amends the Items included below in the Schedule 13D relating to the Common Shares, \$2 par value per share ("Common Shares"), of Preformed Line Products Company (the "Company"), an Ohio corporation, with principal offices at 660 Beta Drive, Mayfield Village, Ohio 44143.

Item 4. Purpose of Transaction.

This Amendment is being filed by the Reporting Person to report a decrease in the Reporting Person's beneficial ownership of the Common Shares.

Except as otherwise described in this Schedule 13D, the Reporting Person does not have any plans or proposals which relate to or would result in any of the events or matters described in clauses (a) through (j) of Item 4 to Schedule 13D. The Reporting Person reserves the right to formulate plans and/or make proposals, and take such actions with respect to their investment in the Company, including any or all of the actions set forth in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a) The Reporting Person beneficially owns 628,356 Common Shares, or 11.7%.

(b) The Reporting Person has sole voting and dispositive power with respect to 589,161 Common Shares, which are held through a revocable trust for which the Reporting Person is sole trustee and direct beneficiary.

The Reporting Person has shared voting and dispositive power with respect to 39,195 Common Shares, which are held by the Thomas F. Peterson Foundation (the "Foundation"). The Reporting Person is a Trustee and the President of the Foundation. Voting and dispositive power with respect to such shares is shared with Robert G. Ruhlman, who serves as a Trustee and Vice President of the Foundation, and Randall M. Ruhlman, who serves as a Trustee and Secretary of the Foundation.

Robert G. Ruhlman serves as Chairman of the Board of Directors, President and Chief Executive Officer of the Company. His business address is Preformed Line Products Company, 660 Beta Drive, Mayfield Village, Ohio 44143. During the last five years, Robert G. Ruhlman has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five year, Robert G. Ruhlman has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining further violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Robert G. Ruhlman is a citizen of the United States.

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Randall M. Ruhlman serves as President of Ruhlman Motorsports. His business address is c/o Preformed Line Products Company, 660 Beta Drive, Mayfield Village, Ohio 44143. During the last five years, Randall M. Ruhlman has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five year, Randall M. Ruhlman has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining further violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Randall M. Ruhlman is a citizen of the United States.

(c)None.

The Reporting Person, based on her percentage ownership of the Common Shares to which this statement relates, (d)has the right to receive or the power to direct the receipt of dividends from, or the proceeds from, any sale of such Common Shares. The Reporting Person holds interests that exceed 5% of the Common Shares.

(e)Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is amended and restated in its entirety as follows:

On August 14, 2012, the Company purchased 9,470 Common Shares from the Foundation at a price per share of \$54.92 pursuant a Shares Purchase Agreement, dated August 14, 2012, between the Company and the Foundation.

On May 10, 2011, the Company purchased 14,670 Common Shares from the Foundation at a price per share of \$69.21 pursuant a Shares Purchase Agreement, dated May 10, 2011, between the Company and the Foundation.

Item 7. Exhibits

Item 7 of the Schedule 13D is amended to add the following:

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- (a) Shares Purchase Agreement, dated August 14, 2012, between the Company and the Foundation (incorporated by reference to the Company's Current Report on Form 8-K dated August 14, 2012).
- (b) Shares Purchase Agreement, dated May 10, 2011, between the Company and the Foundation (incorporated by reference to the Company's Current Report on Form 8-K dated May 10, 2011).

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: February 28, 2013

By: /s/ Barbara P. Ruhlman
Barbara P. Ruhlman