

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**  
SEC Accession No. **0001092512-99-000005**

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### SUBJECT COMPANY

#### PCD INC

CIK: **1007594** | IRS No.: **042604950** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-27744** | Film No.: **99708973**  
SIC: **3678** Electronic connectors

Mailing Address  
2 TECHNOLOGY DRIVE  
PEABODY MA 01960

Business Address  
TWO TECHNOLOGY DR  
CENTENNIAL PARK  
PEABODY MA 01960  
5085328800

### REPORTING OWNER

#### SHEEHAN JACK

CIK: **1092512**  
Type: **4**

Mailing Address  
C/O PCD INC.  
2 TECHNOLOGY DRIVE  
PEABODY MA 01960

Business Address  
C/O PCD INC.  
2 TECHNOLOGY DRIVE  
PEABODY MA 01960  
9785328800

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 SHEEHAN III, JOHN J.  
 c/o PCD INC.  
 2 Technology Drive  
 Peabody, MA 01960  
 USA
2. Issuer Name and Ticker or Trading Symbol  
 PCD INC.  
 PCDI
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 AUGUST 1999
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Vice President, Finance and Administration
7. Individual or Joint/Group Filing (Check Applicable Line)  
 (X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

<TABLE>  
 <CAPTION>

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month | 6. Dir (D) or Indir (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|---------|--|--|-------------------------|--|
| <S>                  | <C>                 | <C>     | <C><C>   | <C> <C>  | <C>                     | <C> <C>                                    |

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security      | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Dir (D) or Indir (I) | 11. Nature of Indirect Beneficial Ownership |
|--------------------------------------|---|---------------------|---------|---|--|--|---------------------------------|---|--------------------------|---|
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | 7.875   | 08/04/99            | A       | 20000 A   | 08/04/99 08/04/09  | COMMON STOCK                                 | 20000                           | 20000   | D                        |   |

<S> <C> <C> <C> <C><C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>

|                                      |       |          |   |         |                   |              |       |       |   |  |
|--------------------------------------|-------|----------|---|---------|-------------------|--------------|-------|-------|---|--|
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | 7.875 | 08/04/99 | A | 20000 A | 08/04/99 08/04/09 | COMMON STOCK | 20000 | 20000 | D |  |
|--------------------------------------|-------|----------|---|---------|-------------------|--------------|-------|-------|---|--|

</TABLE>  
 Explanation of Responses:  
 SIGNATURE OF REPORTING PERSON  
 /s/ John J. Sheehan III  
 DATE  
 09/10/99