

SECURITIES AND EXCHANGE COMMISSION

FORM N-Q

Quarterly schedule of portfolio holdings of registered management investment company filed  
on Form N-Q

Filing Date: **2013-01-28** | Period of Report: **2012-11-30**  
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FILER

**Columbia Funds Series Trust II**

CIK: **1352280** | IRS No.: **204384176** | State of Incorporation: **MA** | Fiscal Year End: **0430**  
Type: **N-Q** | Act: **40** | File No.: **811-21852** | Film No.: **13551614**

Mailing Address  
50606 AMERIPRISE  
FINANCIAL CENTER  
H27/5228  
MINNEAPOLIS MN 55474

Business Address  
225 FRANKLIN STREET  
BOSTON MA 02110  
612-671-4321

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811-21852

Columbia Funds Series Trust II

(Exact name of registrant as specified in charter)

225 Franklin Street, Boston, Massachusetts

02110

(Address of principal executive offices)

(Zip code)

Scott R. Plummer

5228 Ameriprise Financial Center

Minneapolis, MN 55474

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-612-671-1947

Date of fiscal year end: February 28

Date of reporting period: November 30, 2012

**Item 1. Schedule of Investments.**

**Portfolio of Investments**

*Columbia Equity Value Fund*

**November 30, 2012 (Unaudited)**

*(Percentages represent value of investments compared to net assets)*

Issuer	Shares	Value	Issuer	Shares	Value
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**Common Stocks 98.5%****CONSUMER DISCRETIONARY 12.6%****Automobiles 1.6%**

Ford Motor Co.	785,236	\$	8,990,952
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**Hotels, Restaurants & Leisure 1.9%**

Carnival Corp.	89,915		3,476,114
McDonald's Corp.	83,895		7,302,221

<b>Total</b>			<b>10,778,335</b>
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**Media 4.0%**

Comcast Corp., Class A	185,963		6,914,104
News Corp., Class A	128,239		3,159,809
Time Warner, Inc.	94,191		4,455,234
Viacom, Inc., Class B	78,927		4,073,423
Walt Disney Co. (The)	95,495		4,742,282

<b>Total</b>			<b>23,344,852</b>
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**Multiline Retail 3.1%**

Kohl's Corp.	62,271		2,780,400
Target Corp.	241,977		15,276,008

<b>Total</b>			<b>18,056,408</b>
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**Specialty Retail 2.0%**

Home Depot, Inc. (The)	181,487		11,809,359
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<b>TOTAL CONSUMER DISCRETIONARY</b>			<b>72,979,906</b>
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**CONSUMER STAPLES 6.5%****Beverages 0.6%**

PepsiCo, Inc.	47,535		3,337,432
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**Food & Staples Retailing 1.0%**

Wal-Mart Stores, Inc.	80,603		5,805,028
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**Food Products 0.9%**

Hershey Co. (The)	21,407		1,568,491
Kraft Foods Group, Inc. (a)	29,899		1,352,033
Mondelez International, Inc., Class A	89,697		2,322,255

<b>Total</b>			<b>5,242,779</b>
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**Household Products 1.1%**

Procter & Gamble Co. (The)	94,972		6,631,895
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**Tobacco 2.9%**

Lorillard, Inc.	82,917		10,046,224
Philip Morris International, Inc.	77,122		6,931,725

<b>Total</b>			<b>16,977,949</b>
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**Common Stocks (continued)****ENERGY 10.5%****Energy Equipment & Services 1.8%**

Cameron International Corp. (a)	33,334	\$	1,798,369
National Oilwell Varco, Inc.	51,195		3,496,618
Schlumberger Ltd.	41,417		2,966,286
Seadrill Ltd.	52,330		2,016,275

<b>Total</b>			<b>10,277,548</b>
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**Oil, Gas & Consumable Fuels 8.7%**

Anadarko Petroleum Corp.	44,243		3,238,145
BP PLC, ADR	83,100		3,470,256
Chevron Corp.	107,389		11,349,944
Enbridge, Inc.	31,193		1,256,766
EQT Corp.	52,590		3,158,555
Exxon Mobil Corp.	52,091		4,591,301
Occidental Petroleum Corp.	59,629		4,484,697
Phillips 66	41,200		2,157,644
Pioneer Natural Resources Co.	35,067		3,752,169
Royal Dutch Shell PLC, ADR	124,240		8,320,353
Suncor Energy, Inc.	78,400		2,556,624
Valero Energy Corp.	64,527		2,081,641

<b>Total</b>			<b>50,418,095</b>
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<b>TOTAL ENERGY</b>			<b>60,695,643</b>
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**FINANCIALS 22.3%****Capital Markets 3.4%**

BlackRock, Inc.	10,700		2,108,328
Goldman Sachs Group, Inc. (The)	115,339		13,585,781
Morgan Stanley	257,349		4,341,477

<b>Total</b>			<b>20,035,586</b>
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**Commercial Banks 2.4%**

CIT Group, Inc. (a)	97,932		3,628,380
Wells Fargo & Co.	308,478		10,182,859

<b>Total</b>			<b>13,811,239</b>
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**Diversified Financial Services 7.1%**

Bank of America Corp.	1,651,252		16,281,345
Citigroup, Inc.	237,001		8,193,125
JPMorgan Chase & Co.	376,253		15,456,473
NYSE Euronext	52,500		1,225,875

<b>Total</b>			<b>41,156,818</b>
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**Insurance 9.4%**

ACE Ltd.	201,797		15,988,376
Aflac, Inc.	42,200		2,236,178

<b>TOTAL CONSUMER STAPLES</b>	<b>37,995,083</b>
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Issuer	Shares	Value
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### Common Stocks (continued)

#### FINANCIALS (CONTINUED)

##### Insurance (continued)

Travelers Companies, Inc. (The)	47,428	\$ 3,358,851
XL Group PLC	555,130	13,506,313
<b>Total</b>		<b>54,589,300</b>

<b>TOTAL FINANCIALS</b>	<b>129,592,943</b>
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#### HEALTH CARE 16.4%

##### Health Care Equipment & Supplies 1.0%

Boston Scientific Corp. (a)	275,094	1,524,021
Medtronic, Inc.	95,310	4,013,504
<b>Total</b>		<b>5,537,525</b>

##### Health Care Providers & Services 2.3%

Express Scripts Holding Co. (a)	57,532	3,098,098
UnitedHealth Group, Inc.	186,715	10,155,429
<b>Total</b>		<b>13,253,527</b>

##### Life Sciences Tools & Services 2.2%

Agilent Technologies, Inc.	114,426	4,381,371
Thermo Fisher Scientific, Inc.	131,144	8,334,201
<b>Total</b>		<b>12,715,572</b>

##### Pharmaceuticals 10.9%

Abbott Laboratories	77,213	5,018,845
AstraZeneca PLC, ADR	64,091	3,046,886
Bristol-Myers Squibb Co.	199,642	6,514,319
Johnson & Johnson	182,799	12,746,574
Merck & Co., Inc.	302,615	13,405,845
Novartis AG, ADR	48,543	3,012,093
Pfizer, Inc.	660,101	16,515,727
Roche Holding AG, ADR	65,954	3,245,596
<b>Total</b>		<b>63,505,885</b>

<b>TOTAL HEALTH CARE</b>	<b>95,012,509</b>
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#### INDUSTRIALS 13.6%

##### Aerospace & Defense 4.5%

Boeing Co. (The)	110,238	8,188,479
Honeywell International, Inc.	105,088	6,445,047
Lockheed Martin Corp.	51,301	4,786,383

Allstate Corp. (The)	212,151	8,587,873
Everest Re Group Ltd.	43,613	4,730,702
MetLife, Inc.	186,231	6,181,007

Issuer	Shares	Value
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### Common Stocks (continued)

#### INDUSTRIALS (CONTINUED)

##### Commercial Services & Supplies 1.3%

ADT Corp. (The) (a)	72,925	\$ 3,347,257
Tyco International Ltd.	145,851	4,137,793
<b>Total</b>		<b>7,485,050</b>

##### Electrical Equipment 0.4%

ABB Ltd., ADR	113,175	2,197,859
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##### Industrial Conglomerates 2.3%

General Electric Co.	646,363	13,657,650
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##### Machinery 3.9%

Caterpillar, Inc.	65,156	5,553,897
Eaton Corp.	101,482	5,293,301
Illinois Tool Works, Inc.	102,758	6,326,810
Parker Hannifin Corp.	45,427	3,731,828
Pentair Ltd.	34,995	1,696,908

<b>Total</b>		<b>22,602,744</b>
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##### Road & Rail 0.4%

CSX Corp.	115,968	2,291,528
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<b>TOTAL INDUSTRIALS</b>	<b>78,922,350</b>
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#### INFORMATION TECHNOLOGY 7.3%

##### Communications Equipment 1.8%

Cisco Systems, Inc.	537,457	10,163,312
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##### Electronic Equipment, Instruments & Components 0.5%

TE Connectivity Ltd.	81,960	2,884,172
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##### Internet Software & Services 0.6%

eBay, Inc. (a)	67,021	3,540,049
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##### IT Services 1.1%

Accenture PLC, Class A	44,397	3,015,444
Mastercard, Inc., Class A	7,107	3,473,049

<b>Total</b>		<b>6,488,493</b>
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##### Semiconductors & Semiconductor Equipment 1.1%

Intel Corp.	265,661	5,198,986
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United Technologies Corp.	80,175	6,422,819
<b>Total</b>		<b>25,842,728</b>

**Airlines 0.8%**

Delta Air Lines, Inc. (a)	145,972	1,459,720
United Continental Holdings, Inc. (a)	167,412	3,385,071
<b>Total</b>		<b>4,844,791</b>

Microchip Technology, Inc.	45,832	1,394,209
<b>Total</b>		<b>6,593,195</b>

**Software 2.2%**

Microsoft Corp.	209,718	5,582,693
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	Issuer	Shares	Value
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**Common Stocks (continued)**

**INFORMATION TECHNOLOGY (CONTINUED)**

**Software (continued)**

Oracle Corp.	227,803	\$	7,312,477
<b>Total</b>			<b>12,895,170</b>
<b>TOTAL INFORMATION TECHNOLOGY</b>			<b>42,564,391</b>

**MATERIALS 2.5%**

**Chemicals 1.4%**

Dow Chemical Co. (The)	9,685	292,390
El du Pont de Nemours & Co.	66,366	2,863,030
Mosaic Co. (The)	94,585	5,113,265
<b>Total</b>		<b>8,268,685</b>

**Metals & Mining 0.7%**

Freeport-McMoRan Copper & Gold, Inc.	99,912	3,897,567
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**Paper & Forest Products 0.4%**

International Paper Co.	58,629	2,177,481
<b>TOTAL MATERIALS</b>		<b>14,343,733</b>

**TELECOMMUNICATION SERVICES 4.5%**

**Diversified Telecommunication Services 4.5%**

AT&T, Inc.	340,109	11,607,920
Deutsche Telekom AG, ADR	244,832	2,698,049

Issuer	Shares	Value
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**Common Stocks (continued)**

**TELECOMMUNICATION SERVICES (CONTINUED)**

**Diversified Telecommunication Services (continued)**

Verizon Communications, Inc.	263,395	\$	11,620,987
<b>Total</b>			<b>25,926,956</b>
<b>TOTAL TELECOMMUNICATION SERVICES</b>			<b>25,926,956</b>

**UTILITIES 2.3%**

**Electric Utilities 0.5%**

Duke Energy Corp.	45,459	2,901,193
<b>Multi-Utilities 1.8%</b>		
Dominion Resources, Inc.	56,393	2,882,246
PG&E Corp.	70,149	2,872,602
Sempra Energy	67,211	4,598,577
<b>Total</b>		<b>10,353,425</b>
<b>TOTAL UTILITIES</b>		<b>13,254,618</b>
<b>Total Common Stocks</b>		
<b>(Cost: \$498,474,544)</b>		<b>\$ 571,288,132</b>

	Shares	Value
<b>Money Market Funds 1.2%</b>		
Columbia Short-Term Cash Fund,		
0.154% (b)(c)	6,916,447	\$ 6,916,447
<b>Total Money Market Funds</b>		
<b>(Cost: \$6,916,447)</b>		<b>\$ 6,916,447</b>
<b>Total Investments</b>		
<b>(Cost: \$505,390,991) (d)</b>		<b>\$ 578,204,579(e)</b>
Other Assets & Liabilities, Net		1,742,285
<b>Net Assets</b>		<b>\$ 579,946,864</b>

## Notes to Portfolio of Investments

- (a) Non-income producing.
- (b) The rate shown is the seven-day current annualized yield at November 30, 2012.
- (c) As defined in the Investment Company Act of 1940, an affiliated company is one in which the Fund owns 5% or more of its outstanding voting securities, or a company which is under common ownership or control with the Fund. Holdings and transactions in these affiliated companies during the period ended November 30, 2012, are as follows:

Issuer	Beginning Cost (\$)	Purchase Cost (\$)	Proceeds from Sales (\$)	Ending Cost (\$)	Dividends or Interest Income (\$)	Value (\$)
Columbia Short-Term Cash Fund	13,995,300	114,969,868	(122,048,721)	6,916,447	14,685	6,916,447

- (d) At November 30, 2012, the cost of securities for federal income tax purposes was approximately \$505,391,000 and the approximate aggregate gross unrealized appreciation and depreciation based on that cost was:

Unrealized Appreciation	\$ 89,295,000
Unrealized Depreciation	(16,481,000)
<b>Net Unrealized Appreciation</b>	<b>\$ 72,814,000</b>

- (e) Investments are valued using policies described in the notes to financial statements in the most recent shareholder report.

## Abbreviation Legend

## Fair Value Measurements

Generally accepted accounting principles (GAAP) require disclosure regarding the inputs and valuation techniques used to measure fair value and any changes in valuation inputs or techniques. In addition, investments shall be disclosed by major category.

The Fund categorizes its fair value measurements according to a three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs by prioritizing that the most observable input be used when available. Observable inputs are those that market participants would use in pricing an investment based on market data obtained from sources independent of the reporting entity. Unobservable inputs are those that reflect the Fund's assumptions about the information market participants would use in pricing an investment. An investment's level within the fair value hierarchy is based on the lowest level of any input that is deemed significant to the asset or liability's fair value measurement. The input levels are not necessarily an indication of the risk or liquidity associated with investments at that level. For example, certain U.S. government securities are generally high quality and liquid, however, they are reflected as Level 2 because the inputs used to determine fair value may not always be quoted prices in an active market.

Fair value inputs are summarized in the three broad levels listed below:

- Level 1 - Valuations based on quoted prices for investments in active markets that the Fund has the ability to access at the measurement date (including NAV for open-end mutual funds). Valuation adjustments are not applied to Level 1 investments.
- Level 2 - Valuations based on other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risks, etc.).
- Level 3 - Valuations based on significant unobservable inputs (including the Fund's own assumptions and judgment in determining the fair value of investments).

Inputs that are used in determining fair value of an investment may include price information, credit data, volatility statistics, and other factors. These inputs can be either observable or unobservable. The availability of observable inputs can vary between investments, and is affected by various factors such as the type of investment, and the volume and level of activity for that investment or similar investments in the marketplace. The inputs will be considered by the Investment Manager, along with any other relevant factors in the calculation of an investment's fair value. The Fund uses prices and inputs that are current as of the measurement date, which may include periods of market dislocations. During these periods, the availability of prices and inputs may be reduced for many investments. This condition could cause an investment to be reclassified between the various levels within the hierarchy.

Investments falling into the Level 3 category are primarily supported by quoted prices from brokers and dealers participating in the market for those investments. However, these may be classified as Level 3 investments due to lack of market transparency and corroboration to support these quoted prices. Additionally, valuation models may be used as the pricing source for any remaining investments classified as Level 3. These models rely on one or more significant unobservable inputs and/or significant assumptions by the Investment Manager. Inputs used in valuations may include, but are not limited to, financial statement analysis, capital account balances, discount rates and estimated cash flows, and comparable company data.

Under the direction of the Fund's Board of Trustees (the Board), the Investment Manager's Valuation Committee (the Committee) is responsible for carrying out the valuation procedures approved by the Board. The Committee consists of voting and non-voting members from various groups within the Investment Manager's organization, including operations and accounting, trading and investments, compliance, risk management and legal.

The Committee meets at least monthly to review and approve valuation matters, which may include a description of specific valuation determinations, data regarding pricing information received from approved pricing vendors and brokers and the results of Board-approved valuation control policies and procedures (the Policies). The Policies address, among other things, instances when market quotations are readily available, including recommendations

of third party pricing vendors and a determination of appropriate pricing methodologies; events that require specific valuation determinations and assessment of fair value techniques; securities with a potential for stale pricing, including those that are illiquid, restricted, or in default; and the effectiveness of third-party pricing vendors, including periodic reviews of vendors. The Committee meets more frequently, as needed, to discuss additional valuation matters, which may include the need to review back-testing results, review time-sensitive information or approve related valuation actions. The Committee reports to the Board, with members of the Committee meeting with the Board at each of its regularly scheduled meetings to discuss valuation matters and actions during the period, similar to those described earlier.

For investments categorized as Level 3, the Committee monitors information similar to that described above, which may include: (i) data specific to the issuer or comparable issuers, (ii) general market or specific sector news and (iii) quoted prices and specific or similar security transactions. The Committee considers this data and any changes from prior periods in order to assess the reasonableness of observable and unobservable inputs, any assumptions or internal models used to value those securities and changes in fair value. This data is also used to corroborate, when available, information received from approved pricing vendors and brokers. Various factors impact the frequency of monitoring this information (which may occur as often as daily). However, the Committee may determine that changes to inputs, assumptions and models are not required as a result of the monitoring procedures performed.

The following table is a summary of the inputs used to value the Fund's investments at November 30, 2012:

Description	Level 1 Quoted Prices in Active Markets for Identical Assets (\$)	Level 2 Other Significant Observable Inputs (\$)	Level 3 Significant Unobservable Inputs (\$)	Total (\$)
<b>Equity Securities</b>				
<b>Common Stocks</b>				
Consumer Discretionary	72,979,906	–	–	72,979,906
Consumer Staples	37,995,083	–	–	37,995,083
Energy	60,695,643	–	–	60,695,643
Financials	129,592,943	–	–	129,592,943
Health Care	95,012,509	–	–	95,012,509
Industrials	78,922,350	–	–	78,922,350
Information Technology	42,564,391	–	–	42,564,391
Materials	14,343,733	–	–	14,343,733
Telecommunication Services	25,926,956	–	–	25,926,956
Utilities	13,254,618	–	–	13,254,618
<b>Total Equity Securities</b>	<b>571,288,132</b>	<b>–</b>	<b>–</b>	<b>571,288,132</b>
<b>Other</b>				
Money Market Funds	6,916,447	–	–	6,916,447
<b>Total Other</b>	<b>6,916,447</b>	<b>–</b>	<b>–</b>	<b>6,916,447</b>
<b>Total</b>	<b>578,204,579</b>	<b>–</b>	<b>–</b>	<b>578,204,579</b>

See the Portfolio of Investments for all investment classifications not indicated in the table.

There were no transfers of financial assets between Levels 1 and 2 during the period.

## Item 2. Controls and Procedures.



- (a) The registrant's principal executive officer and principal financial officers, based on their evaluation of the registrant's disclosure controls and procedures as of a date within 90 days of the filing of this report, have concluded that such controls and procedures are adequately designed to ensure that information required to be disclosed by the registrant in Form N-Q is accumulated and communicated to the registrant's management, including the principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.
- (b) During November 2012, the registrant enhanced internal controls over financial reporting relating to the recording of certain last day trades. These controls include (i) additional analysis of last day security purchase prices, (ii) comparisons of cost and market value for last day trades and (iii) analytical review of per share changes resulting from financial statement adjustments.

**Item 3. Exhibits.**

Certifications pursuant to Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.30a-2(a)) attached hereto as Exhibit 99.CERT.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(registrant) Columbia Funds Series Trust II

By (Signature and Title) /s/ J. Kevin Connaughton  
J. Kevin Connaughton, President and Principal Executive Officer

Date January 18, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ J. Kevin Connaughton  
J. Kevin Connaughton, President and Principal Executive Officer

Date January 18, 2013

By (Signature and Title) /s/ Michael G. Clarke  
Michael G. Clarke, Treasurer and Chief Financial Officer

Date

January 18, 2013

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I, Michael G. Clarke, certify that:

1. I have reviewed this report on Form N-Q of Columbia Funds Series Trust II;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the schedules of investments included in this report fairly present in all material respects the investments of the registrant as of the end of the fiscal quarter for which the report is filed;
4. The registrant' s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and
5. The registrant' s other certifying officer(s) and I have disclosed to the registrant' s auditors and the audit committee of the registrant' s board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize, and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant' s internal control over financial reporting.

Date: January 18, 2013

/s/ Michael G. Clarke

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Michael G. Clarke, Treasurer and Chief  
Financial Officer

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I, J. Kevin Connaughton, certify that:

1. I have reviewed this report on Form N-Q of Columbia Funds Series Trust II;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the schedules of investments included in this report fairly present in all material respects the investments of the registrant as of the end of the fiscal quarter for which the report is filed;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 18, 2013

/s/ J. Kevin Connaughton

J. Kevin Connaughton, President and Principal  
Executive Officer

