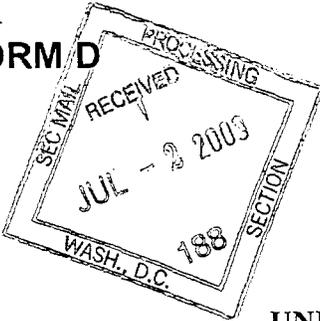


FORM D



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

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL table with OMB Number 3235-0076, Expires May 31, 2005, Estimated average burden 16.00

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

1162198

Phillips Edison & Company Shopping Center Opportunity Fund II LLC

Filing Under (Check box(es) that apply): Rule 504 Rule 505 [X] Rule 506

Section 4(6) ULOE

Type of Filing: New Filing [X] Amendment

PROCESSED

JUL 08 2003

THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Phillips Edison & Company Shopping Center Opportunity Fund II LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) 11690 Grooms Road Cincinnati, Ohio 45242

Telephone Number ((Including Area Code) 800-875-6585

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business: Shopping Center acquisition, development and management



03023725

Type of Business Organization

- corporation limited partnership, already formed other (please specify): limited liability company
business trust limited partnership, already formed

Actual or Estimated Date of Incorporation or Organization: Month 09 Year 01 [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: OH)
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it is mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 120549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B, Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote for disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) **Phillips Edison & Company Shopping Center Opportunity Fund II Managing Member LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

11690 Grooms Road, Cincinnati, Ohio 45242

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) **Phillips, Michael C.**

Business or Residence Address (Number and Street, City, State, Zip Code)

11690 Grooms Road, Cincinnati, Ohio 45242

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) **Edison, Jeffrey S.**

Business or Residence Address (Number and Street, City, State, Zip Code)

1000 Lancaster Street, Suite 420, Baltimore, Maryland 21202

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) **Edison, John S.**

Business or Residence Address (Number and Street, City, State, Zip Code)

161 Ottawa Avenue NW, Suite 511, Grand Rapids, Michigan 49503

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) **Phillips Edison Ltd.**

Business or Residence Address (Number and Street, City, State, Zip Code)

11690 Grooms Road, Cincinnati, Ohio 45242

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering: Yes No

 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? **\$100,000¹**
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

¹ The minimum investment may be waived by Phillips Edison & Company Shopping Center Opportunity Fund II Managing Member, LLC, in its sole discretion, on behalf of the Issuer.

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify Limited Liability Company Membership Units ²)	\$30,000,000	\$26,515,000
Total	\$30,000,000	\$26,515,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	177	\$26,515,000
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Types of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$N/A
Regulation A	N/A	\$N/A
Rule 504	N/A	\$N/A
Total	N/A	\$N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$30,000.00
Legal Fees	<input checked="" type="checkbox"/>	\$35,000.00
Accounting Fees	<input checked="" type="checkbox"/>	\$15,000.00
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finder's fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify) State Blue Sky Filing Fees	<input type="checkbox"/>	\$20,000.00
Total	<input type="checkbox"/>	\$100,000.00

² Investors will be required to initially fund 20% of the subscription price for the Issuer's limited liability company membership units. Thereafter, from time to time, the Issuer will require investors to make additional capital contributions up to their total capital commitments. Currently, the Issuer expects to require members to make additional investments to bring the amount of their funded capital commitments to 60% to 100% of their total capital commitments within 30 days after closing of the offering. The funds which are committed by investors are required to remain available until September 29, 2006, however, it is anticipated that such amount will be drawn down within one or two years after the closing of the offering.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

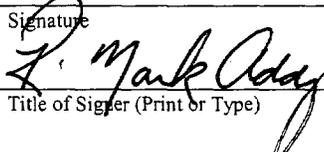
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$29,900,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/>	\$1,500,000	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/> \$18,000,000
Purchase, rental or leasing and installation of machinery and equipment			
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/>	\$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/> \$10,400,000
Other (specify):	<input type="checkbox"/>	\$	<input type="checkbox"/> \$
.....	<input type="checkbox"/>	\$	<input type="checkbox"/> \$
Common Totals	<input type="checkbox"/>		<input type="checkbox"/> \$
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 29,900,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature continues an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) PHILLIPS EDISON & COMPANY SHOPPING CENTER OPPORTUNITY FUND II LLC	Signature 	Date 6/27/03
Name of Signer (Print or Type) BY: PHILLIPS EDISON & COMPANY SHOPPING CENTER OPPORTUNITY FUND II MANAGING MEMBER LLC	Title of Signer (Print or Type) Authorized Agent	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of Investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA			Limited Liability Company Units	3	150,000				
CO			Limited Liability Company Units	1	25,000				
CT			Limited Liability Company Units	6	475,000				
DE									
DC									
FL			Limited Liability Company Units	23	4,090,000				
GA									
HI									
ID			Limited Liability Company Units	1	50,000				
IL			Limited Liability Company Units	16	5,975,000				
IN			Limited Liability Company Units	1	200,000				
IA									
KS									
KY			Limited Liability Company Units	2	125,000				
LA									
ME									
MD			Limited Liability Company Units	19	1,775,000				
MA			Limited Liability Company Units	1	200,000				
MI			Limited Liability Company Units	47	5,975,000				
MN									
MS									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of Investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO			Limited Liability Company Units	1	25,000				
MT									
NE									
NV									
NH									
NJ			Limited Liability Company Units	1	100,000				
NM									
NY			Limited Liability Company Units	12	2,850,000				
NC			Limited Liability Company Units	1	100,000				
ND									
OH			Limited Liability Company Units	30	2,625,000				
OK									
OR									
PA			Limited Liability Company Units	4	425,000				
RI									
SC									
SD									
TN			Limited Liability Company Units	1	50,000				
TX									
UT			Limited Liability Company Units	1	100,000				
VT									
VA									
WA			Limited Liability Company Units	1	100,000				
WV									
WI			Limited Liability Company Units	1	300,000				

