

13F CON P 8/12/04
- CONFIDENTIAL TREATMENT REQUESTED -



NON-PUBLIC

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

COPY

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2003

Check here if Amendment ; Amendment Number: _____

This Amendment (Check only one):
 is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Steel Partners II, L.P.
Address: 590 Madison Avenue, 32nd Floor
New York, New York 10022

CONFIDENTIAL TREATMENT DENIED
RECEIVED
FEB 17 2004
OFFICE OF THE SECRETARY

Form 13F File Number: 28- 10930

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Warren G. Lichtenstein
Title: Managing Member of General Partner
Phone: 212-758-3232

PROCESSED
AUG 19 2004
THOMSON
FINANCIAL

Signature, Place, and Date of Signing:

Warren Lichtenstein Aspen, CO, February 12, 2004

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	<u>1</u>
Form 13F Information Table Entry Total:	<u>7</u>
Form 13F Information Table Value Total:	<u>\$15368</u> (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
<u>1</u>	<u>28-</u>	<u>Warren G. Lichtenstein</u>

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FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8					
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	OTHER	SOLE	SHARED	NONE
ALLIED MOTION TECHNOLOGIES I	COM	019330109	889	226250	SH		OTHER	1	0	0	226250	0
CALGON CARBON CORP	COM	129603106	1272	204800	SH		OTHER	1	0	0	204800	0
HF FINL CORP	COM	404172108	2996	183260	SH		OTHER	1	0	0	183260	0
NASHUA CORP	COM	631226107	2439	286947	SH		OTHER	1	0	0	286947	0
STANDARD MTR PRODS INC	COM	853666105	4933	405998	SH		OTHER	1	0	0	405998	0
UNITED CAPITAL CORP	COM	909912107	2196	106000	SH		OTHER	1	0	0	106000	0
WHX CORP	COM NEW	929248409	643	240933	SH		OTHER	1	0	0	240933	0