

Item 1. Schedule of Investments**Nicholas-Applegate Convertible & Income Fund II Schedule of Investments**

May 31, 2009 (unaudited)

Principal Amount (000)		Credit Rating (Moody's/S&P)	Value*
CORPORATE BONDS & NOTES - 46.3%			
Advertising - 0.9%			
\$6,940	Affinion Group, Inc., 11.50%, 10/15/15	B3/B-	\$6,020,450
Aerospace & Defense - 0.8%			
1,270	BE Aerospace, Inc., 8.50%, 7/1/18	Ba3/BB+	1,203,325
4,060	DigitalGlobe, Inc., 10.50%, 5/1/14 (a) (b)	Ba3/BB	4,191,950
			5,395,275
Apparel - 1.2%			
7,865	Levi Strauss & Co., 9.75%, 1/15/15	B2/B+	7,629,050
Auto Components - 3.2%			
9,120	Exide Technologies, 10.50%, 3/15/13, Ser. B	B3/B-	7,706,400
9,700	Stoneridge, Inc., 11.50%, 5/1/12	B3/B+	8,293,500
7,500	Tenneco, Inc., 8.625%, 11/15/14	Caa2/CCC	4,650,000
			20,649,900
Banks - 0.7%			
5,544	GMAC LLC, 6.75%, 12/1/14 (a) (b)	NR/CCC	4,634,280
Chemicals - 0.2%			
3,110	Momentive Performance Materials, Inc., 9.75%, 12/1/14 (c)	Caa2/CC	1,197,350
Commercial Services & Supplies - 3.1%			
11,730	Cenveo Corp., 7.875%, 12/1/13	Caa1/B-	8,093,700
10,040	Hertz Corp., 10.50%, 1/1/16	B2/CCC+	8,785,000
4,165	Interface, Inc., 9.50%, 2/1/14	B3/B-	3,196,638
			20,075,338
Construction & Engineering - 1.4%			
10,240	MasTec, Inc., 7.625%, 2/1/17	B1/B+	9,164,800
Distribution/Wholesale - 0.5%			
3,980	KAR Holdings, Inc., 8.75%, 5/1/14	B3/CCC+	3,422,800
Diversified Financial Services - 2.1%			
	Ford Motor Credit Co. LLC		
9,205	7.00%, 10/1/13	Caa1/CCC+	7,434,584
6,220	9.875%, 8/10/11	Caa1/CCC+	5,680,993
			13,115,577
Diversified Telecommunication - 1.2%			
7,850	Cincinnati Bell, Inc., 8.375%, 1/15/14	B2/B-	7,467,313
Electric - 0.7%			
6,385	Energy Future Holdings Corp., 10.875%, 11/1/17 (c)	Caa1/B-	4,565,275
Electrical Components & Equipment - 1.3%			
5,500	Anixter, Inc., 10.00%, 3/15/14	Ba2/BB+	5,472,500
2,570	Baldor Electric Co., 8.625%, 2/15/17	B3/B	2,351,550
			7,824,050
Entertainment - 1.7%			
11,060	AMC Entertainment, Inc., 11.00%, 2/1/16	Caa1/CCC+	11,170,599
Food & Staples Retailing - 0.8%			

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7,090 Rite Aid Corp., 8.625%, 3/1/15

Caa3/CCC 4,821,200

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Health Care Providers & Services - 5.2%			
\$6,325	Alliance Imaging, Inc., 7.25%, 12/15/12	B3/B	\$6,230,125
10,755	AMR Holdings Co., Inc., 10.00%, 2/15/15	B1/B	10,996,987
2,000	Apria Healthcare Group, Inc., 11.25%, 11/1/14 (a) (b)	Ba2/BB+	1,955,000
5,985	Hanger Orthopedic Group, Inc., 10.25%, 6/1/14	Caa1/CCC+	6,224,400
5,935	HCA, Inc., 9.25%, 11/15/16	B2/BB-	5,845,975
3,075	Health Net, Inc., 6.375%, 6/1/17	Ba3/BB	2,321,625
			33,574,112
Household Durables - 0.8%			
1,575	DR Horton, Inc., 6.50%, 4/15/16	Ba3/BB-	1,354,500
4,200	Jarden Corp., 7.50%, 5/1/17	B3/B-	3,654,000
			5,008,500
IT Services - 0.7%			
8,925	Unisys Corp., 8.00%, 10/15/12	Caa1/CC	4,261,688
Leisure Time - 1.0%			
12,440	Travelport LLC, 11.875%, 9/1/16	Caa1/CCC+	6,531,000
Lodging - 0.4%			
2,143	Mandalay Resort Group, 1.977%, 3/21/33, FRN (e) (g)	Caa2/CCC+	2,314,523
Machinery - 0.3%			
7,205	Accuride Corp., 8.50%, 2/1/15	Ca/CC	2,161,500
Media - 0.8%			
1,000	Echostar DBS Corp., 7.125%, 2/1/16	Ba3/BB-	925,000
4,225	Mediacom LLC, 9.50%, 1/15/13	B3/B-	4,056,000
			4,981,000
Metals & Mining - 1.0%			
5,305	RathGibson, Inc., 11.25%, 2/15/14	Caa2/CCC+	1,883,275
4,500	Steel Dynamics, Inc., 7.375%, 11/1/12	Ba2/BB+	4,162,500
			6,045,775
Miscellaneous Manufacturing - 2.5%			
11,225	Harland Clarke Holdings Corp., 9.50%, 5/15/15	Caa1/B-	8,418,750
1,845	Park-Ohio Industries, Inc., 8.375%, 11/15/14	B3/CCC+	823,331
8,290	Polypore, Inc., 8.75%, 5/15/12	B3/B-	7,046,500
			16,288,581
Oil, Gas & Consumable Fuels - 2.0%			
4,740	Chesapeake Energy Corp., 6.875%, 1/15/16	Ba3/BB	4,111,950
4,045	OPTI Canada, Inc., 8.25%, 12/15/14	B3/B	2,811,275
6,250	SandRidge Energy, Inc., 9.875%, 5/15/16 (a) (b)	B3/B-	5,984,375
			12,907,600
Paper & Forest Products - 1.4%			
10,030	Neenah Paper, Inc., 7.375%, 11/15/14	B2/B+	5,265,750
11,055	NewPage Corp., 12.00%, 5/1/13	Caa1/CCC+	3,675,788
			8,941,538
Pipelines - 1.0%			
8,900	Dynegy Holdings, Inc., 7.75%, 6/1/19	B3/B	6,519,250
Retail - 1.8%			

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2,120	Burlington Coat Factory Warehouse Corp., 11.125%, 4/15/14	Caa1/CCC	1,547,600
2,125	El Pollo Loco Finance Corp., 11.75%, 11/15/13	Caa2/CCC	1,710,625
3,490	Michaels Stores, Inc., 10.00%, 11/1/14	Caa2/CCC	2,530,250
9,305	Neiman Marcus Group, Inc., 10.375%, 10/15/15	Caa3/CCC+	4,978,175
885	Sally Holdings LLC, 10.50%, 11/15/16	Caa1/B-	891,638
			11,658,288

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Principal Amount (000)		Credit Rating (Moody's/S&P)	Value*
Semiconductors & Semiconductor Equipment - 0.9%			
\$6,570	Amkor Technology, Inc., 9.25%, 6/1/16	B2/B+	\$5,896,575
Software - 1.1%			
10,605	First Data Corp., 9.875%, 9/24/15	Caa1/B-	7,264,425
Telecommunications - 3.0%			
3,150	Centennial Cellular Operating Co., 10.125%, 6/15/13	B2/B	3,260,250
11,640	Hawaiian Telcom Communications, Inc., 12.50%, 5/1/15, Ser. B (f)	WR/NR	72,750
5,155	Intelsat Jackson Holdings Ltd., 9.50%, 6/15/16 (a) (b)	B3/BB-	5,155,000
6,130	Nextel Communications, Inc., 7.375%, 8/1/15	Ba2/BB	4,888,675
4,615	Sprint Capital Corp., 8.75%, 3/15/32	Ba2/BB	3,668,925
2,770	West Corp., 11.00%, 10/15/16	Caa1/B-	2,368,350
			19,413,950
Textiles, Apparel & Luxury Goods - 0.3%			
2,160	Oxford Industries, Inc., 8.875%, 6/1/11	B2/B+	1,933,200
Wireless Telecommunication Services - 2.3%			
4,250	Crown Castle International Corp., 9.00%, 1/15/15	B2/B+	4,313,750
10,160	Millicom International Cellular S.A., 10.00%, 12/1/13	B1/NR	10,413,999
			14,727,749
	Total Corporate Bonds & Notes (cost-\$372,058,321)		297,582,511
CONVERTIBLE BONDS & NOTES - 35.6%			
Aerospace & Defense - 0.8%			
5,975	Orbital Sciences Corp., 2.438%, 1/15/27	NR/BB-	5,416,935
Banks - 0.9%			
6,195	National City Corp., 4.00%, 2/1/11	A3/A	5,923,969
Commercial Services & Supplies - 1.2%			
1,715	Bowne & Co., Inc., 6.00%, 10/1/33 (c)	B3/CCC+	1,652,831
6,855	Covanta Holding Corp., 1.00%, 2/1/27	Ba3/B	5,783,906
			7,436,737
Computers - 0.9%			
6,895	Maxtor Corp., 2.375%, 8/15/12	NR/B	5,628,044
Diversified Telecommunication - 1.3%			
5,415	QWest Communications International, 3.50%, 11/15/25	B1/B+	5,475,919
3,110	TW Telecom, Inc., 2.375%, 4/1/26	B3/CCC+	2,760,125
			8,236,044
Electrical Equipment - 4.4%			
6,490	Anixter International, Inc., 1.00%, 2/15/13	NR/BB-	5,548,950
8,255	EnerSys, 3.375%, 6/1/38 (c)	B2/BB	6,067,425
7,110	General Cable Corp., 0.875%, 11/15/13	B1/B+	6,656,737
14,750	JA Solar Holdings Co. Ltd., 4.50%, 5/15/13	NR/NR	9,850,049
			28,123,161
Energy Equipment & Services - 0.2%			
1,915	Hornbeck Offshore Services, Inc., 1.625%, 11/15/26 (c)	NR/BB-	1,603,812
Entertainment - 0.8%			

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5,175	Macrovision Corp., 2.625%, 8/15/11	NR/B	5,168,531
	Health Care Providers & Services - 1.5%		
3,795	Inverness Medical Innovations, Inc., 3.00%, 5/15/16	NR/B-	3,609,994
7,830	Omnicare, Inc., 3.25%, 12/15/35	B3/B+	5,510,363
			9,120,357

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Principal Amount (000)		Credit Rating (Moody's/S&P)	Value*
	Insurance - 0.7%		
\$4,225	Prudential Financial, Inc., zero coupon, 12/15/37, FRN	Baa2/A	\$4,237,675
	Internet Software & Services - 2.4%		
6,805	Alliance Data Systems Corp., 1.75%, 8/1/13 (a) (b)	NR/NR	4,976,156
6,130	Equinix, Inc., 2.50%, 4/15/12	NR/B-	5,846,488
5,285	Nuance Communications, Inc., 2.75%, 8/15/27	NR/B-	4,604,556
			15,427,200
	Life Sciences Tools & Services - 0.8%		
5,100	Life Technologies Corp., 3.25%, 6/15/25	NR/BB+	5,138,250
	Machinery - 1.0%		
6,830	AGCO Corp., 1.25%, 12/15/36	NR/BB	6,309,213
	Media - 2.8%		
6,920	Interpublic Group of Cos, Inc., 4.25%, 3/15/23	Ba3/B+	6,132,850
6,420	Liberty Media LLC, 3.125%, 3/30/23	Ba2/BB+	5,497,125
6,920	Regal Entertainment Group, 6.25%, 3/15/11 (a) (b)	NR/NR	6,625,900
			18,255,875
	Oil, Gas & Consumable Fuels - 2.6%		
6,900	Nabors Industries, Inc., 0.94%, 5/15/11	NR/BBB+	6,348,000
6,325	Peabody Energy Corp., 4.75%, 12/15/41	Ba3/B+	4,862,344
6,070	Transocean, Inc., 1.625%, 12/15/37	Baa2/BBB+	5,751,325
			16,961,669
	Pharmaceuticals - 1.4%		
5,595	Mylan, Inc., 1.25%, 3/15/12	NR/B+	4,937,588
3,925	Watson Pharmaceuticals, Inc., 1.75%, 3/15/23	Ba2/BB+	3,826,875
			8,764,463
	Real Estate Investment Trusts (REIT) - 5.3%		
4,550	Boston Properties LP, 3.75%, 5/15/36	NR/A-	4,021,062
7,275	Developers Diversified Realty Corp., 3.00%, 3/15/12	NR/BB+	5,056,125
6,635	Digital Realty Trust LP, 5.50%, 4/15/29 (a) (b)	NR/NR	6,513,580
5,480	Health Care REIT, Inc., 4.75%, 12/1/26	Baa2/BBB-	5,384,100
6,065	ProLogis, 2.25%, 4/1/37	NR/BBB-	4,745,863
9,540	Vornado Realty Trust, 3.625%, 11/15/26	Baa2/BBB	8,514,450
			34,235,180
	Semiconductors & Semiconductor Equipment - 2.1%		
8,025	Advanced Micro Devices, Inc., 5.75%, 8/15/12	NR/CCC+	5,025,656
3,500	Micron Technology, Inc., 4.25%, 10/15/13	NR/NR	4,116,875
4,790	ON Semiconductor Corp., zero coupon, 4/15/24	NR/B+	4,574,450
			13,716,981
	Specialty Retail - 2.6%		
16,874	Sonic Automotive, Inc., 6.00%, 5/15/12 (e)	Caa2/NR	16,874,449
	Telecommunications - 1.2%		
7,450	Nextel Communications, Inc., 5.25%, 1/15/10	Ba2/BB	7,394,125
	Textiles, Apparel & Luxury Goods - 0.7%		
4,880	Iconix Brand Group, Inc., 1.875%, 6/30/12	B3/B	4,318,800

Total Convertible Bonds & Notes (cost-\$216,839,347)

228,291,470

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Shares (000)		Credit Rating (Moody's/S&P)	Value*
CONVERTIBLE PREFERRED STOCK - 13.4%			
Capital Markets - 0.7%			
	Lehman Brothers Holdings, Inc. (d) (e) (f),		
802	6.00%, 10/12/10, Ser. GIS (General Mills, Inc.)	WR/NR	\$2,580,029
123	28.00%, 3/6/09, Ser. RIG (Transocean, Inc.)	WR/NR	1,672,561
			4,252,590
Chemicals - 0.4%			
102	Celanese Corp., 4.25%, 12/31/49	NR/NR	2,901,501
Commercial Banks - 1.7%			
34	Fifth Third Bancorp, 8.50%, 12/31/49	Baa3/BBB-	2,975,373
10	Wells Fargo & Co., 7.50%, 12/31/49	Ba3/A	7,710,749
			10,686,122
Commercial Services & Supplies - 0.1%			
37	United Rentals Trust I, 6.50%, 8/1/28	Caa1/B1	524,882
Diversified Financial Services - 2.1%			
11	Bank of America Corp., 7.25%, 12/31/49, Ser. L	B3/B	8,458,799
136	Citigroup, Inc., 6.50%, 12/31/49, Ser. T	Ca/C	5,255,390
			13,714,189
Electric - 1.1%			
190	AES Trust III, 6.75%, 10/15/29	B3/B	7,326,494
Food Products - 0.7%			
55	Bunge Ltd., 4.875%, 12/31/49	Ba1/BB	4,539,623
Household Durables - 0.9%			
10	Stanley Works, 5.125%, 5/17/12, FRN	A3/BBB+	5,762,400
Insurance - 0.7%			
256	XL Capital Ltd., 10.75%, 8/15/11	Baa2/BBB-	4,492,649
Metals & Mining - 1.1%			
81	Freeport-McMoRan Copper & Gold, Inc., 6.75%, 5/1/10	NR/BB	6,832,320
Oil, Gas & Consumable Fuels - 1.2%			
105	Chesapeake Energy Corp., 5.00%, 12/31/49	NR/B	7,427,175
Pharmaceuticals - 0.7%			
21	Schering-Plough Corp., 6.00%, 8/13/10	Baa3/BBB	4,585,746
Real Estate Investment Trusts (REIT) - 0.5%			
283	FelCor Lodging Trust, Inc., 1.95%, 12/31/49, Ser. A	Caa2/C	1,657,598
30	Simon Property Group, Inc., 6.00%, 12/31/49	Baa1/BBB	1,391,515
			3,049,113
Sovereign - 1.5%			
75	Eksportfinans A/S, 10.00%, 6/13/09, Ser. AAPL (Apple, Inc.) (d)	Aa1/AA+	9,878,218
	Total Convertible Preferred Stock (cost-\$134,760,168)		85,973,022
U.S. GOVERNMENT SECURITIES - 3.5%			
Principal Amount (000)			
\$22,035	United States Treasury Notes, 12.50%, 8/15/14 (cost-\$24,205,603)		22,584,156

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Shares (000)		Value*
COMMON STOCK - 0.3%		
Retail-Automobile - 0.3%		
199	Sonic Automotive, Inc. Cl. A (g) (cost-\$910,550)	\$1,888,211
SHORT-TERM INVESTMENTS - 0.9%		
Principal Amount (000)		
Time Deposit - 0.9%		
\$5,924	Citibank-Nassau, 0.060%, 6/1/09 (cost-\$5,924,288)	5,924,288
Total Investments (cost-\$754,698,277) - 100.0%		\$642,243,658

Notes to Schedule of Investments:

* Portfolio securities and other financial instruments for which market quotations are readily available are stated at market value. Market value is generally determined on the basis of last reported sales prices, or if no sales are reported, based on quotes obtained from a quotation reporting system, established market makers, or independent pricing services.

Portfolio securities and other financial instruments for which market quotations are not readily available or for which a development/event occurs that may significantly impact the value of a security, are fair-valued, in good faith, pursuant to guidelines established by the Board of Trustees, or persons acting at their discretion pursuant to procedures established by the Board of Trustees. The Fund's investments are valued daily using prices supplied by an independent pricing service or dealer quotations, or by using the last sale price on the exchange that is the primary market for such securities, or the last quoted mean price for those securities for which the over-the-counter market is the primary market or for listed securities in which there were no sales. Independent pricing services use information provided by market makers or estimates of market values obtained from yield data relating to investments or securities with similar characteristics. Synthetic convertible securities are valued based on quotations obtained from unaffiliated brokers who are the principal market-makers in such securities. Such valuations are derived by the brokers from proprietary models which are generally based on readily available market information including valuations of the common stock underlying the synthetic security and the volatility observed in the market on such common stocks. Short-term securities maturing in 60 days or less are valued at amortized cost which approximates fair value, if their original term to maturity was 60 days or less, or by amortizing their value on the 61st day prior to maturity, if the original term to maturity exceeded 60 days.

The prices used by the Fund to value securities may differ from the value that would be realized if the securities were sold and these differences could be material. The Fund's net asset value is normally determined daily as of the close of regular trading (normally, 4:00 p.m. Eastern time) on the New York Stock Exchange (NYSE) on each day the NYSE is open for business.

- (a) 144A Security Exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, typically to qualified institutional buyers. Unless otherwise indicated, these securities are not considered to be illiquid.
- (b) Private Placement Restricted as to resale and may not have a readily available market. Securities with an aggregate market value of \$40,036,241, representing 6.2% of total investments.
- (c) Step Bond Coupon is a fixed rate for an initial period then resets at a specific date and rate.
- (d) Securities exchangeable or convertible into securities of an entity different than the issuer or structured by the issuer to provide exposure to securities of an entity different than the issuer. Such entity is identified in the parenthetical.
- (e) Fair-Valued Securities with an aggregate value of \$23,441,562, representing 3.6%, of total investments.

- (f) In default.
 - (g) Non-income producing
-

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Glossary:

FRN □ Floating Rate Note. The interest rate disclosed reflects the rate in effect on May 31, 2009.

NR □ Not Rated

WR □ Withdrawn Rating

Fair Value Measurements□The Fund has adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No.157, □Fair Value Measurements□ (□SFAS 157□). This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of the fair value measurements. Under this standard, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. □exit price□) in an orderly transaction between market participants. The three levels of the fair value hierarchy under SFAS 157 are described below:

- Level 1 □ quoted prices in active markets for identical investments that the Fund has the ability to access.
- Level 2 □ valuations based on other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.) or quotes from inactive exchanges.
- Level 3 □ valuations based on significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

An investment asset or liability's level within the fair value hierarchy is based on the lowest level input, individually or in the aggregate, that is significant to fair value measurement.

The valuation techniques used by the Fund to measure fair value during the three months ended May 31, 2009 maximized the use of observable inputs and minimized the use of unobservable inputs.

The inputs and methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used at May 31, 2009 in valuing the Fund's investments carried at value:

Valuation Inputs	Investments in Securities
Level 1 □ Quoted Prices	\$72,338,910
Level 2 □ Other Significant Observable Inputs	546,463,186
Level 3 □ Significant Unobservable Inputs	23,441,562
Total	\$642,243,658

A roll forward of fair value measurement using significant unobservable inputs (Level 3) at May 31, 2009, was as follows:

	Investments in Securities
Beginning balance, February 28, 2009	\$19,461,237
Net purchases (sales) and settlements	(910,551)
Accrued discounts (premiums)	17,014
Total realized gain (loss)	-
Total change in unrealized appreciation/depreciation	4,873,862
Transfers in and/or out of Level 3	-
Ending balance, May 31, 2009	\$23,441,562

Net change in unrealized
appreciation/
depreciation on investments held at
May 31, 2009 \$ -

Item 2. Controls and Procedures

(a) The registrant's President & Chief Executive Officer and Treasurer, Principal Financial & Accounting Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Act (17 CFR 270.30a -3(c))), as amended are effective based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this document.

(b) There were no significant changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR 270.30a -3(d))) that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits

(a) Exhibit 99.302 Cert. Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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: Nicholas-Applegate Convertible & Income Fund II

By /s/ Brian S. Shlissel

President & Chief Executive Officer

Date: July 16, 2009

By /s/ Lawrence G. Altadonna

Treasurer, Principal Financial & Accounting Officer

Date: July 16, 2009

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 /s/ Brian S. Shlissel

President & Chief Executive Officer

Date: July 16, 2009

By /s/ Lawrence G. Altadonna

Treasurer, Principal Financial & Accounting Officer

Date: July 16, 2009
