PARK ELECTROCHEMICAL CORP
Form 4/A
March 04, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blanchfield Dale

(Last) (First) (Middle)

128 HAWTHORNE ROAD

(Street)

HOPKINS, MN 55343

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PARK ELECTROCHEMICAL CORP [pke]

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
02/28/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,500	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriv Secur (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Right to buy option (1) (2)	$ 20.91							07/14/2005	07/14/2014	Common Stock	7,500	
Right to buy option (1) (2)	$ 22.06							08/24/2006	08/24/2015	Common Stock	3,000	
Right to buy option (1) (2)	$ 22.85							08/03/2007	08/03/2016	Common Stock	3,000	
Right to buy option (1) (2)	$ 27.78							08/15/2008	08/15/2017	Common Stock	3,000	
Right to buy option (1) (2)	$ 24.6							08/26/2009	08/26/2018	Common Stock	3,000	
Right to buy option (1) (2)	$ 22.44							10/14/2010	10/14/2019	Common Stock	3,000	
Right to buy option (2) (3)	$ 19.69							10/05/2014	10/05/2021	Common Stock	1,500	
Right to buy option (1) (2)	$ 23.48							09/04/2013	09/04/2022	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blanchfield Dale 128 HAWTHORNE ROAD HOPKINS, MN 55343	X			

Signatures

Stephen E. Gilhuley, by Power of Attorney	03/04/2014
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Option is exercisable, commencing on the date indicated, as to 25% of the aggregate number of shares listed and as to an additional 25% of such shares on each of the succeeding three anniversaries of such date.

(2) Conversion or Exercise Price of Derivative Security has been reduced by $2.50 as a result of the special cash dividend of $2.50 per share declared by the Issuer on January 20, 2014 payable on February 25, 2014 to shareholders of record on February 11, 2014.

(3) Option is exercisable as to 750 shares on the date indicated and as to an additional 750 shares on the succeeding anniversary of such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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