

PARK ELECTROCHEMICAL CORP  
 Form 4  
 July 09, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 PARK ELECTROCHEMICAL  
 CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 48 SOUTH SERVICE  
 ROAD, SUITE 300  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/07/2014

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Exec VP and Secretary

MELVILLE, NY 11747

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Stock                    | 07/07/2014                           |  | M                              | 7,500   | A   | \$ 20.5  | 12,210                            | D |
| Common Stock <sup>(1)</sup>     | 07/07/2014                           |  | S                              | 7,500   | D   | \$ 31.89   | 4,710                             | D |

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

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 (9-02)

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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) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Right to buy option <sup>(2)</sup>         | \$ 20.5  | 07/07/2014                           |  | M                              |   | 7,500  |     | 07/08/2005  | 07/08/2014      | Common Stock | 7,500                      |
| Right to buy (2)                           | \$ 22.06   |                                      |  |                                |   |  |     | 08/24/2006  | 08/24/2015      | Common Stock | 12,500                     |
| Right to buy option (2)                    | \$ 22.85   |                                      |  |                                |   |  |     | 08/03/2007  | 08/03/2016      | Common Stock | 14,000                     |
| Right to buy option(2)                     | \$ 27.78   |                                      |  |                                |   |  |     | 08/15/2008  | 08/15/2017      | Common Stock | 14,000                     |
| Right to buy option (2)                    | \$ 24.6  |                                      |  |                                |   |  |     | 08/26/2009  | 08/26/2018      | Common Stock | 10,000                     |
| Right to buy option (2)                    | \$ 22.44   |                                      |  |                                |   |  |     | 10/14/2010  | 10/14/2019      | Common Stock | 8,000                      |
| Right to buy option (2)                    | \$ 19.69   |                                      |  |                                |   |  |     | 10/05/2012  | 10/05/2021      | Common Stock | 3,000                      |
| Right to buy option(2)                     | \$ 23.48   |                                      |  |                                |   |  |     | 09/04/2013  | 09/04/2022      | Common Stock | 8,000                      |
| Right to buy option (2)                    | \$ 27.38   |                                      |  |                                |   |  |     | 02/26/2015  | 02/26/2024      | Common Stock | 11,000                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

PARK ELECTROCHEMICAL CORP  
48 SOUTH SERVICE ROAD  
SUITE 300  
MELVILLE, NY 11747

Exec VP and Secretary

## Signatures

Stephen E.                                 07/07/2014  
Gilhuley

\_\_Signature of                                 Date  
Reporting Person

## 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) Weighted average selling price per share. Shares were sold in 75 transactions at prices ranging from #31.74 per share to \$32.02 per share.
  - (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.