PARK ELECTROCHEMICAL CORP

Form 4 July 11, 2005

FORM 4

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

OMB APPROVAL
OMB
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if no longer subject to Section 16. Form 4 or Form 5

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SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GILHULEY STEPHEN E			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)	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2005			Director 10% OwnerX_ Officer (give title Other (specify below) Sr. VP, Secy, General Counsel					
(City)	(Street)	(Zip)	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	te 2A. Deer Execution		3. Transactio Code (Instr. 8)	4. Securi	ties A	cquired d of (D)	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	
Common Stock	07/08/2005			F	2,880	D	\$ 25.98	0	D		
Common Stock	07/08/2005			M	1,616	A	\$ 15.83	1,616	D		
Common Stock	07/08/2005			M	3,094	A	\$ 15.92	4,710	D		

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

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number.

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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		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 (1)	\$ 15.83	07/08/2005		M		1,616	05/28/2001	05/28/2008	Common Stock	1,616
Right to buy option (2)	\$ 16.42						05/14/1997	05/14/2006	Common Stock	3,000
Right to buy option (2)	\$ 16.54						06/15/2000	06/15/2009	Common Stock	4,500
Right to buy option (3)	\$ 15.92	07/08/2005		M		3,094	05/22/2001	05/22/2010	Common Stock	3,094
Right to buy option (2)	\$ 23.6						07/19/2002	07/19/2011	Common Stock	20,000
Right to buy option (2)	\$ 29.05						03/20/2003	03/20/2012	Common Stock	10,000
Right to buy option (2)	\$ 19.95						07/24/2004	07/24/2013	Common Stock	7,500
Right to buy option (2)	\$ 23						07/08/2005	07/08/2014	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

GILHULEY STEPHEN E

Sr. VP, Secy, General Counsel

Signatures

Stephen E. 07/11/2005 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) Option is exercisable as to 491 shares on the date indicated and as to 1,125 shares on the next succeeding anniversary of such date.
- (2) Option is exercisable as to 25% of the number of shares listed on the date indicated and as to an additional 25% of such shares on each succeeding anniversary of the date indicated.
- (3) Option is exercisable as to 1,875 shares on the date indicated and as to 1,875 additional shares on each of the three succeeding 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.

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