PARK ELECTROCHEMICAL CORP

Form 4 July 27, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * AIN MARK S

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

PARK ELECTROCHEMICAL

CORP [PKE]

(Check all applicable)

Former Director

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

Officer (give title below)

Director

10% Owner _X_ Other (specify below)

KRONOS INC, 297 BILLERICA

(First)

(Middle)

ROAD

(Last)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street) Filed(Month/Day/Year)

07/25/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHELMSFORD, MA 01824

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	rities Acqu	uired, Disposed o	f, or Beneficial	y 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/25/2005		M	750	A	\$ 19.95	750	D	
Common Stock	07/25/2005		S	100	D	\$ 26.5	650	D	
Common Stock	07/25/2005		S	650	D	\$ 26.56	0	D	

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

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SEC 1474

(9-02)

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8. P Der Sec (Ins

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. Transactic 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 (1)	\$ 29.05					03/20/2003	03/20/2012	Common Stock	3,000
Right to buy option (2)	\$ 19.95	07/25/2005		M	750	07/24/2005	07/24/2013	Common Stock	750
Right to buy option (2)	\$ 23					07/08/2006	07/08/2014	Common Stock	2,250

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

AIN MARK S KRONOS INC 297 BILLERICA ROAD CHELMSFORD, MA 01824

Former Director

Signatures

Stephen E. Gilhuley by power of attorney

07/27/2005

**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)

Reporting Owners 2

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Option is exercisable as to 25% of the shares listed on the date indicated and as to an additional 25% of such shares on each succeeding anniversary of such date.

Option is exercisable as to 750 shares on the date indicated and as to an additional 750 shares on each 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. 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.