

PARK ELECTROCHEMICAL CORP
 Form 4
 January 30, 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 *
 WARSHAW STEVEN T

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)
 01/27/2014

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

(Street)

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) Code V Amount Price			
Common Stock	01/27/2014		M	1,250 A \$ 23.41	3,250	D	
Common Stock	01/27/2014		M	750 A \$ 22.19	4,000	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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Right to buy option	\$ 23.41	01/27/2014		M	1,250	07/14/2005	07/14/2014	Common Stock	1,250
Right to buy option	\$ 22.19	01/27/2014		M	750	10/05/2013	10/05/2021	Common Stock	750
Right to buy option ⁽¹⁾	\$ 23.41					07/14/2006	07/14/2014	Common Stock	5,000
Right to buy option ⁽²⁾	\$ 24.56					08/24/2006	08/24/2015	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 25.35					08/03/2007	08/03/2016	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 30.28					08/15/2008	08/15/2017	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 27.1					08/26/2009	08/26/2018	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 24.94					10/14/2010	10/14/2019	Common Stock	3,000
Right to buy option ⁽³⁾	\$ 22.19					10/05/2014	10/05/2021	Common Stock	1,500
Right to buy option ⁽³⁾	\$ 25.98					09/04/2013	09/04/2022	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARSHAW STEVEN T			X	

Signatures

Stephen E. Gilhuley, by the Power of
Attorney

01/30/2014

__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 as to 1,250 shares on the date indicated and as to an additional 1,875 shares on each of the succeeding two anniversaries of such date.
 - (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.
 - (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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