

PARK ELECTROCHEMICAL CORP
 Form 4
 February 28, 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 *
 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP and Secretary

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

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

MELVILLE, NY 11747
 (City) (State) (Zip)

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

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			
Common Stock				V	4,710	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)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to buy option ⁽¹⁾	\$ 27.38	02/26/2014		A	11,000	02/26/2015	02/26/2024	Common Stock	11,000
Right to buy option ⁽¹⁾	\$ 23					07/08/2005	07/08/2014	Common Stock	7,500
Right to buy option ⁽¹⁾	\$ 24.56					08/24/2006	08/24/2015	Common Stock	12,500
Right to buy option ⁽¹⁾	\$ 25.35					08/03/2007	08/03/2016	Common Stock	14,000
Right to buy option ⁽¹⁾	\$ 30.28					08/15/2008	08/15/2017	Common Stock	14,000
Right to buy option ⁽¹⁾	\$ 27.1					08/26/2009	08/26/2018	Common Stock	10,000
Right to buy option ⁽¹⁾	\$ 24.94					10/14/2010	10/14/2019	Common Stock	8,000
Right to buy option ⁽¹⁾	\$ 22.19					10/05/2012	10/05/2021	Common Stock	3,000
Right to buy option ⁽¹⁾	\$ 25.98					09/04/2013	09/04/2022	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILHULEY STEPHEN E PARK ELECTROCHEMICAL CORP			Exec VP and Secretary	

48 SOUTH SERVICE ROAD SUITE 300
MELVILLE, NY 11747

Signatures

Stephen E.
Gilhuley

02/28/2014

**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.

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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