

PARK ELECTROCHEMICAL CORP
 Form 4/A
 March 05, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Farabaugh P. Matthew

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)
 PARK ELECTROCHEMICAL CORP., 48 SOUTH SERVICE ROAD, SUITE 300
 (Street)

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

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 VP and Chief Financial Officer

MELVILLE, X1 11747
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/28/2014

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)
Common Stock				(A) or (D) Code V Amount (D) Price	3,285	I	Employee Stock Purchase Plan

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Right to buy option <u>(1)</u> <u>(2)</u>	\$ 28.14					Date Exercisable: 11/15/2008 Expiration Date: 11/15/2017	Common Stock	4,000
Right to buy option <u>(1)</u> <u>(2)</u>	\$ 24.6					Date Exercisable: 08/26/2009 Expiration Date: 08/26/2018	Common Stock	2,500
Right to buy option <u>(1)</u> <u>(2)</u>	\$ 22.44					Date Exercisable: 10/14/2010 Expiration Date: 10/14/2019	Common Stock	3,000
Right to buy option <u>(1)</u> <u>(2)</u>	\$ 19.69					Date Exercisable: 10/05/2012 Expiration Date: 10/05/2021	Common Stock	5,000
Right to buy option <u>(1)</u> <u>(2)</u>	\$ 23.48					Date Exercisable: 09/04/2013 Expiration Date: 09/04/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farabaugh P. Matthew PARK ELECTROCHEMICAL CORP. 48 SOUTH SERVICE ROAD, SUITE 300 MELVILLE, X1 11747			VP and Chief Financial Officer	

Signatures

Stephen E. Gilhuley, by Power of
Attorney

03/05/2014

__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.
 - (2) Conversion or Exercise Price of Derivative Security has been reduced by \$2.50 as a result of the special cash dividend of \$2.50 per share declared by the Issuer on January 20, 2014 payable on February 25, 2014 to shareholders of record on February 11, 2014.

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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