

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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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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SEC 1474 (9-02)

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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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