

PARK ELECTROCHEMICAL CORP  
 Form 4  
 March 03, 2015

**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)  
 03/02/2015

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

8144 VALHALIA DRIVE

(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

DELRAY BEACH, FL 33446

(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 (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 6,000   | 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)

**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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Right to buy option <sup>(1)</sup>         | \$ 21.71   | 03/02/2015                           |  | A                              | 3,000  | 03/02/2016 03/02/2025                                    | Common Stock  | 3,000                         |
| Right to buy option <sup>(1)</sup>         | \$ 20.56   |                                      |  |                                |  | 08/24/2006 08/24/2015                                    | Common Stock  | 3,000                         |
| Right to buy option <sup>(1)</sup>         | \$ 21.35   |                                      |  |                                |  | 08/03/2007 08/03/2016                                    | Common Stock  | 3,000                         |
| Right to buy option <sup>(1)</sup>         | \$ 26.28   |                                      |  |                                |  | 08/15/2008 08/15/2017                                    | Common Stock  | 3,000                         |
| Right to buy option <sup>(1)</sup>         | \$ 23.1  |                                      |  |                                |  | 08/26/2009 08/26/2018                                    | Common Stock  | 3,000                         |
| Right to buy option <sup>(1)</sup>         | \$ 20.94   |                                      |  |                                |  | 10/14/2010 10/14/2019                                    | Common Stock  | 3,000                         |
| Right to buy option <sup>(2)</sup>         | \$ 18.19   |                                      |  |                                |  | 10/05/2015 10/05/2021                                    | Common Stock  | 750                           |
| Right to buy option <sup>(1)</sup>         | \$ 21.98   |                                      |  |                                |  | 09/04/2013 09/04/2022                                    | Common Stock  | 3,000                         |
| Right to buy option <sup>(1)</sup>         | \$ 25.88   |                                      |  |                                |  | 02/26/2015 02/26/2024                                    | Common Stock  | 3,000                         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

WARSHAW STEVEN T  
8144 VALHALIA DRIVE X  
DELRAY BEACH, FL 33446

## Signatures

Stephen E. Gilhuley, by Power of Attorney 03/02/2015

\_\_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) Option is exercisable as to 750 shares on the date indicated.

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.