

PARK ELECTROCHEMICAL CORP
 Form 4
 May 11, 2005

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 *
 AIN MARK S

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)
 KRONOS INC, 400 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2005

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

(Street)
 WALTHAM, MA 02154

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)
				Code V Amount (A) or (D) Price			
Common Stock	05/09/2005		M	2,700 A \$ 12.58	2,700	D	
Common Stock	05/09/2005		S	2,700 D \$ 22.75	0	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
Right to buy option ⁽¹⁾	\$ 12.58	05/09/2005		M	2,700	07/15/1999 07/15/2008	Common Stock	2,700
Right to buy option ⁽²⁾	\$ 23.96					10/06/2000 10/06/2009	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 15.92					05/22/2001 05/22/2010	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 23.6					07/19/2002 07/19/2011	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 29.05					03/20/2002 03/20/2012	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 19.95					07/24/2004 07/24/2013	Common Stock	3,000
Right to buy option ⁽²⁾	\$ 23					07/08/2005 07/08/2014	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AIN MARK S KRONOS INC 400 FIFTH AVENUE WALTHAM, MA 02154		X		

Signatures

Stephen E. Gilhuley by power of
attorney

05/11/2005

__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 3,750 on July 15, 1999 and as to 3,750 on each July 15 thereafter.
 - (2) Option is exercisable as to 25% of the shares listed on the date indicated and as to an additional 25% of such shares on each 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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