

PARK ELECTROCHEMICAL CORP
 Form 4
 July 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2005

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

KRONOS INC, 400 FITFTH AVENUE

(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

WALTHAM, MA 02154

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 07/01/2005 | | M | 12,300 | A | \$ 12.58 | 12,300 D |
| Common Stock | 07/01/2005 | | M | 3,000 | A | \$ 23.96 | 15,300 D |
| Common Stock | 07/01/2005 | | M | 3,000 | A | \$ 15.92 | 18,300 D |
| Common Stock | 07/01/2005 | | M | 2,250 | A | \$ 23.6 | 20,550 D |
| Common Stock | 07/01/2005 | | M | 750 | A | \$ 19.95 | 21,300 D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-------|---|
| Common Stock | 07/01/2005 | S | 13,000 | D | \$ 25.4 | 8,300 | D |
| Common Stock | 07/05/2005 | S | 8,300 | D | \$ 25.47 | 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)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Right to buy option ⁽¹⁾ | \$ 12.58 | 07/01/2005 | | M | 12,300 | 07/15/1999 07/15/2008 | | Common Stock | 12,300 |
| Right to buy option ⁽²⁾ | \$ 23.96 | 07/01/2005 | | M | 3,000 | 10/06/2000 10/06/2009 | | Common Stock | 3,000 |
| Right to buy option ⁽²⁾ | \$ 15.92 | 07/01/2005 | | M | 3,000 | 05/22/2001 05/22/2010 | | Common Stock | 3,000 |
| Right to buy option ⁽²⁾ | \$ 23.6 | 07/01/2005 | | M | 2,250 | 07/19/2002 07/19/2011 | | Common Stock | 2,250 |
| Right to buy option ⁽²⁾ | \$ 29.05 | | | | | 03/20/2003 03/20/2012 | | Common Stock | 3,000 |
| Right to buy option ⁽²⁾ | \$ 19.95 | 07/01/2005 | | M | 750 | 07/24/2004 07/24/2013 | | Common Stock | 750 |
| 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 FITFTH AVENUE WALTHAM, MA 02154 | | X | | |

Signatures

| | |
|--|------------|
| Stephen E. Gilhuley by power of attorney | 07/05/2005 |
| **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 1,050 shares on July 15, 1999 and as to 3,750 shares 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. 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.