#### PARK ELECTROCHEMICAL CORP

Form 4 July 19, 2005

## FORM 4

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

OMB 3235-0287 Number:

response...

Check this box if no longer subject to Section 16. Form 4 or

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

30(h) of the Investment Company Act of 1940

January 31, Expires: 2005 Estimated average burden hours per

0.5

**OMB APPROVAL** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * WATSON GARY M |                                    |               | 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) 07/19/2005                 |   |  | Director _X_ Officer (give below) Sr. V |             | Owner<br>er (specify   |  |          |  |
|   | (Street)                           |               | 4. If Amendment, Date Original Filed(Month/Day/Year)                        |   |  |   |             | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |          |  |
| (City)  | (State)                            | (Zip)         | Table   | e I - Non-D                             | erivative                              | Secur                                   | ities Acq   | uired, Disposed of   | f, or Beneficial   | ly Owned |  |
| 1.Title of<br>Security<br>(Instr. 3)                    | 2. Transaction D<br>(Month/Day/Yea | ar) Execution | emed<br>on Date, if<br>'Day/Year)   | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securi<br>on(A) or Di<br>(Instr. 3, | spose                                   | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                             | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |          |  |
| Common<br>Stock   | 07/19/2005                         |               |   | M                                       | 2,500                                  | A                                       | \$ 23.6     | 2,500  | D  |          |  |
| Common<br>Stock   | 07/19/2005                         |               |   | S                                       | 1,300                                  | D                                       | \$<br>25.81 | 1,200  | D  |          |  |
| Common<br>Stock   | 07/19/2005                         |               |   | S                                       | 1,200                                  | D                                       | \$ 25.8     | 0  | D  |          |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | orof D<br>Secu<br>Acq<br>(A) o<br>Disp<br>(D) | or cosed of cr. 3, 4, | 6. Date Exerci<br>Expiration Dat<br>(Month/Day/Y | te                 | 7. Title and Underlying (Instr. 3 and | Securities 1                        |
|---|---|---|---|---------------------------------------|---|-----------------------|--|--------------------|---------------------------------------|-------------------------------------|
|   |   |   |   | Code V                                | (A)   | (D)                   | Date<br>Exercisable                              | Expiration<br>Date | Title                                 | Amount<br>or<br>Number<br>of Shares |
| Right to buy option (1)                             | \$ 26.42  |   |   |                                       |   |                       | 07/12/2001                                       | 07/12/2010         | Common<br>Stock                       | 22,500                              |
| Right to buy option                                 | \$ 23.6   | 07/19/2005                              |   | M                                     |   | 2,500                 | 07/19/2002                                       | 07/19/2011         | Common<br>Stock                       | 2,500                               |
| Right to buy option (1)                             | \$ 29.05  |   |   |                                       |   |                       | 03/20/2003                                       | 03/20/2012         | Common<br>Stock                       | 15,000                              |
| Right to buy option (2)                             | \$ 19.95  |   |   |                                       |   |                       | 07/24/2005                                       | 07/24/2013         | Common<br>Stock                       | 7,500                               |
| Right to buy option (3)                             | \$ 23   |   |   |                                       |   |                       | 07/08/2006                                       | 07/08/2014         | Common<br>Stock                       | 5,625                               |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |                    |       |  |  |  |
|--------------------------------|---------------|-----------|--------------------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer            | Other |  |  |  |
| WATSON GARY M                  |               |           | Sr. VP Engineering |       |  |  |  |

## **Signatures**

| Stephen E. Gilhuley by power of | 07/19/2005 |  |  |
|---------------------------------|------------|--|--|
| attorney                        | 07/17/2003 |  |  |
| **Signature of Reporting Person | Date       |  |  |

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## **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 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.
- Option is exercisable as to 2,500 shares on the date indicated and as to an additional 2,500 shares on each succeeding anniversary of such
- Option is exercisable as to 1,875 shares on the date indicated and as to an additional 1,875 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.