

KELLY JAMES W  
Form 4  
January 06, 2006

**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

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 \*  
KELLY JAMES W

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)  
10 ROY AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/24/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Taxes and Planning

JERICHO, NY 11753

(City) (State) (Zip)

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

**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) Price  |   |  | Employee Stock Purchase Plan      |
| Common Stock                    |                                      |  |                                |   | 198   | I  |                                   |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Right to buy option <sup>(1)</sup>         | \$ 24.56   | 08/24/2005                           |  | A                              | 10,000  | 08/24/2006   | 08/24/2015  | Common Stock | 10,000                     |
| Right to buy option <sup>(1)</sup>         | \$ 15.83   |                                      |  |                                |   | 05/28/1999   | 05/28/2008  | Common Stock | 1,500                      |
| Right to buy option <sup>(1)</sup>         | \$ 16.54   |                                      |  |                                |   | 06/15/2000   | 06/15/2009  | Common Stock | 2,250                      |
| Right to buy option <sup>(1)</sup>         | \$ 15.92   |                                      |  |                                |   | 05/22/2001   | 05/22/2010  | Common Stock | 4,500                      |
| Right to buy option <sup>(1)</sup>         | \$ 23.6  |                                      |  |                                |   | 07/19/2002   | 07/19/2011  | Common Stock | 7,500                      |
| Right to buy option <sup>(1)</sup>         | \$ 29.05   |                                      |  |                                |   | 03/20/2003   | 03/20/2012  | Common Stock | 7,500                      |
| Right to buy option <sup>(1)</sup>         | \$ 19.95   |                                      |  |                                |   | 07/24/2004   | 07/24/2013  | Common Stock | 10,000                     |
| Right to buy option <sup>(1)</sup>         | \$ 23  |                                      |  |                                |   | 07/08/2005   | 07/08/2014  | Common Stock | 7,500                      |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| KELLY JAMES W<br>10 ROY AVENUE<br>JERICHO, NY 11753 |               |           | VP, Taxes<br>and<br>Planning |       |

## Signatures

Stephen E. Gilhuley, by power of  
attorney

01/06/2006

\_\_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 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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