

PARK ELECTROCHEMICAL CORP  
 Form 4  
 February 27, 2014

**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)  
 02/26/2014

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

8144 VALHALLA 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)	Price		
				Code	V	Amount	
Common Stock						4,000	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. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to buy option <sup>(1)</sup>	\$ 27.38	02/26/2014		M	3,000	02/26/2015	02/26/2024	Common Stock	3,000
Right to buy option <sup>(2)</sup>	\$ 23.41					07/14/2006	07/14/2014	Common Stock	5,000
Right to buy option <sup>(1)</sup>	\$ 24.56					08/24/2006	08/24/2015	Common Stock	3,000
Right to buy option <sup>(1)</sup>	\$ 25.35					08/03/2007	08/03/2016	Common Stock	3,000
Right to buy option <sup>(1)</sup>	\$ 30.28					08/15/2008	08/15/2017	Common Stock	3,000
Right to buy option <sup>(1)</sup>	\$ 27.1					08/26/2009	08/26/2018	Common Stock	3,000
Right to buy option <sup>(1)</sup>	\$ 24.94					10/14/2010	10/14/2019	Common Stock	3,000
Right to buy option <sup>(3)</sup>	\$ 22.19					10/05/2014	10/05/2021	Common Stock	1,500
Right to buy option <sup>(1)</sup>	\$ 25.98					09/04/2013	09/04/2022	Common Stock	3,000

## Reporting Owners

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

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

## Signatures

Stephen E. Gilhuley, by the Power of  
Attorney

02/26/2014

\_\_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 1,250 shares on the date indicated and as to an additional 1,875 shares on each of the succeeding two anniversaries of such date.
- (3) Option is exercisable as to 750 shares on the date indicated and as to additional 750 shares on the 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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