PARK ELECTROCHEMICAL CORP

Form 4 July 08, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(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]

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

07/08/2005

_X__ Director Officer (give title below)

10% Owner Other (specify

KRONOS INC, 297 BILLERICA **ROAD**

> (Street) 4. If Amendment, Date Original

> > (Zip)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHELMSFORD, MA 01824

(State)

		14.01			Secui	rico ricq	function bisposed on, or beneficially owned				
1.Title of	2. Transaction Date		3.	4. Securities Acquired		5. Amount of	6. Ownership				
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if	Code	saction(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial			
(IIISU. 3)		any (Month/Day/Year)	(Instr. 8)	(IIISII. 5, 4 and 5)		Owned	Indirect (I)	Ownership			
		(Monay Buj, 1 car)	(Instr. 0)				Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported				
					(A)		Transaction(s)				
			Code V	Amount		Price	(Instr. 3 and 4)				
Common Stock	07/08/2005		M	750	A	\$ 23	750	D			
Common Stock	07/08/2005		S	750	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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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. Transactic Code (Instr. 8)		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	\$ 23.6					07/19/2005	07/19/2011	Common Stock	750	
Right to buy option (1)	\$ 29.05					03/20/2003	03/20/2012	Common Stock	3,000	
Right to buy option (2)	\$ 19.95					07/24/2005	07/24/2013	Common Stock	2,250	
Right to buy option (2)	\$ 23	07/08/2005		M	750	07/08/2005	07/08/2014	Common Stock	750	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and the same	Director	10% Owner	Officer	Other			
AIN MARK S KRONOS INC 297 BILLERICA ROAD CHELMSFORD, MA 01824	X						

Signatures

Stephen E. Gilhuley by power of 07/08/2005 attorney Date

**Signature of Reporting Person

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).

Reporting Owners 2

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- (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.
- (2) Option is exercisable as to 750 shares on the date indicated and as to an additional 750 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.