

PARK ELECTROCHEMICAL CORP
 Form 4
 July 05, 2005

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 *
 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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(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	Amount or Number of Shares
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.
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