

PARK ELECTROCHEMICAL CORP

Form 4

November 06, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY JAMES W

(Last) (First) (Middle)

**PARK ELECTROCHEMICAL
CORP., 48 SOUTH SERVICE
ROAD**

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**PARK ELECTROCHEMICAL
CORP [PKE]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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		
Common Stock					1,500	D	
Common Stock					218	I	Employee Stock Purchase Plan

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

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information contained in this form are not
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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 ⁽¹⁾	\$ 30.28	08/15/2007		A		12,500		08/15/2008	08/15/2017	Common Stock	12,500
Right to buy option ⁽¹⁾	\$ 16.54							06/15/2000	06/15/2009	Common Stock	2,250
Right to buy option ⁽¹⁾	\$ 15.92							05/22/2001	05/22/2010	Common Stock	4,500
Right to buy option ⁽¹⁾	\$ 23.6							07/19/2002	07/19/2011	Common Stock	7,500
Right to buy option ⁽¹⁾	\$ 29.05							03/20/2003	03/20/2012	Common Stock	7,500
Right to buy option ⁽¹⁾	\$ 19.95							07/24/2004	07/24/2013	Common Stock	10,000
Right to buy option ⁽¹⁾	\$ 23							07/08/2005	07/08/2014	Common Stock	7,500
Right to buy option ⁽¹⁾	\$ 24.56							08/24/2006	08/24/2015	Common Stock	10,000
Right to buy option ⁽¹⁾	\$ 25.35							08/03/2007	08/03/2016	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY JAMES W PARK ELECTROCHEMICAL CORP. 48 SOUTH SERVICE ROAD MELVILLE, NY 11747			VP, Taxes and Planning	

Signatures

Stephen E. Gilhuley, by power of
attorney

11/06/2007

__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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