

PARK ELECTROCHEMICAL CORP
 Form 4
 May 16, 2008

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 *
 SHORE BRIAN E

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2008

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Board Chairman, Pres and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount (A) or (D) | Price | | |
| Common Stock | 05/14/2008 | | M | 60,000 A | \$ 15.83 | 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 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⁾ | \$ 15.83 | 05/14/2008 | | M | 60,000 | 05/28/1999 | 05/28/2008 | Common Stock | 60,000 |
| Right to buy option ⁽¹⁾ | \$ 16.54 | | | | | 06/15/2000 | 06/15/2009 | Common Stock | 60,000 |
| Right to buy option ⁽¹⁾ | \$ 15.92 | | | | | 05/22/2001 | 05/22/2010 | Common Stock | 75,000 |
| Right to buy option ⁽¹⁾ | \$ 23.6 | | | | | 07/19/2002 | 07/19/2011 | Common Stock | 40,000 |
| Right to buy option ⁽¹⁾ | \$ 29.05 | | | | | 03/20/2003 | 03/20/2012 | Common Stock | 25,000 |
| Right to buy option ⁽¹⁾ | \$ 19.95 | | | | | 07/24/2004 | 07/24/2013 | Common Stock | 20,000 |
| Right to buy option ⁽¹⁾ | \$ 23 | | | | | 07/08/2005 | 07/08/2014 | Common Stock | 20,000 |
| Right to buy option ⁽¹⁾ | \$ 24.56 | | | | | 08/24/2006 | 08/24/2015 | Common Stock | 35,000 |
| Right to buy option ⁽¹⁾ | \$ 25.35 | | | | | 08/03/2007 | 08/03/2016 | Common Stock | 35,000 |
| Right to buy option ⁽¹⁾ | \$ 30.28 | | | | | 08/15/2008 | 08/15/2017 | Common Stock | 35,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

SHORE BRIAN E

X

Board Chairman, Pres and CEO

Signatures

Stephen E. Gilhuley, by power of attorney

05/16/2008

__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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