

PARK ELECTROCHEMICAL CORP
 Form 4/A
 March 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
 GROEHL EMILY J

2. Issuer Name and Ticker or Trading Symbol
 PARK ELECTROCHEMICAL CORP [djfk4#ms]

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)

15 PGA LANE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/27/2014

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

MASHPEE, MA 02649

(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		
Common Stock					1,000	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 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)	8. Price of Underlying Security (Instr. 3 and 4)
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to buy option <u>(1)</u> <u>(2)</u>	\$ 19.69					10/05/2012	10/05/2021	Common Stock	6,509
Right to buy option <u>(2)</u> <u>(3)</u>	\$ 23.48					09/04/2013	09/04/2022	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROEHL EMILY J 15 PGA LANE MASHPEE, MA 02649		X		

Signatures

Stephen E. Gilhuley, by Power of Attorney
03/04/2014

**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 as to 884 shares on the date indicated and as to an additional 1,875 shares on each of the succeeding three anniversaries of such date.

(2) Conversion or Exercise Price of Derivative Security has been reduced by \$2.50 as a result of the special cash dividend of \$2.50 per share declared by the Issuer on January 20, 2014 payable on February 25, 2014 to shareholders of record on February 11, 2014.

(3) Option is exercisable, commencing on the date indicated, as to 25% of aggregate number of shares listed and as to an additional 25% of such shares on each of the succeeding three anniversaries 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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