

PARK ELECTROCHEMICAL CORP  
 Form 4  
 October 26, 2009

**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 \*  
 GILHULEY STEPHEN E

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec. VP, Sec'y, Gen'l Counsel

(Last) (First) (Middle)  
 PARK ELECTROCHEMICAL CORP., 48 SOUTH SERVICE ROAD, SUITE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/14/2009

MELVILLE, NY 11747  
 (City) (State) (Zip)

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

**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)
Common Stock				(A) or (D) Code V Amount (D) Price	4,710	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Amount or Number of Shares
Right to buy option <u>(1)</u>	\$ 24.94	10/14/2009		A	8,000	10/14/2010 10/14/2019	Common Stock	8,000
Right to buy option <u>(2)</u>	\$ 15.92					05/22/2002 05/22/2010	Common Stock	4,406
Right to buy option <u>(1)</u>	\$ 23.6					07/19/2002 07/19/2011	Common Stock	20,000
Right to buy option <u>(1)</u>	\$ 29.05					03/20/2003 03/20/2012	Common Stock	10,000
Right to buy option <u>(1)</u>	\$ 19.95					07/24/2004 07/24/2013	Common Stock	7,500
Right to buy option <u>(1)</u>	\$ 23					07/08/2005 07/08/2014	Common Stock	7,500
Right to buy option <u>(1)</u>	\$ 24.56					08/24/2006 08/24/2015	Common Stock	12,500
Right to buy option <u>(1)</u>	\$ 25.35					08/03/2007 08/03/2016	Common Stock	14,000
Right to buy option <u>(1)</u>	\$ 30.28					08/15/2008 08/15/2017	Common Stock	14,000
Right to buy option <u>(1)</u>	\$ 27.1					08/26/2009 08/26/2018	Common Stock	10,000

