FRANK LLOYD Form 4 July 21, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue. See Instruction

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

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burden hours per

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * FRANK LLOYD

(First)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PARK ELECTROCHEMICAL CORP [PKE]

(Check all applicable)

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

_X__ Director 10% Owner Other (specify Officer (give title

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

C/O TROUTMAN SANDERS LLP, 405 LEXINGTON AVE

(Street)

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

07/19/2011

NEW YORK, NY 10174

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			d of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (D)				Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
				(4)			Reported		
							Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/19/2011		M	3,000	A	\$ 23.6	7,000	D	
Common Stock (1)	07/19/2011		S	3,000	D	\$ 28.2	4,000	D	
Common Stock (2)							3,000	I	By Spouse

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

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(9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number sction Derivative Securities 8) 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 (3)	\$ 23.6	07/19/2011		M		3,000	07/19/2002	07/19/2011	Common Stock	3,000
Right to buy option (3)	\$ 29.05						03/20/2003	03/20/2012	Common Stock	3,000
Right to buy ooption (3)	\$ 19.95						07/24/2004	07/24/2013	Common Stock	3,000
Right to buy option (3)	\$ 23						07/08/2005	07/08/2014	Common Stock	3,000
Right to buy option (3)	\$ 24.56						08/24/2006	08/24/2015	Common Stock	3,000
Right to buy option (3)	\$ 25.35						08/03/2007	08/03/2016	Common Stock	3,000
Right to buy option (3)	\$ 30.28						08/15/2008	08/15/2017	Common Stock	3,000
Right to buy option (3)	\$ 27.1						08/26/2009	08/26/2018	Common Stock	3,000
Right to buy option (3)	\$ 24.94						10/14/2010	10/14/2019	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRANK LLOYD C/O TROUTMAN SANDERS LLP 405 LEXINGTON AVE NEW YORK, NY 10174



Signatures

Stephen E. Gilhuley by Power of Attorney

07/21/2011

**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) Weighted average selling price per share. Shares were sold in 24 transactions at prices ranging from \$28.12 per share to \$28.24 per share.
- (2) The filing of this statement is not an admission that the undersigned is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owners of these shares.
- 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.

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