

PARK ELECTROCHEMICAL CORP
 Form 4
 October 24, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Blanchfield Dale

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 128 HAWTHORNE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 10/21/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 HOPKINS, MN 55343

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

(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 | | |
| | | | Code | V | Amount | | |
| Common Stock | 10/21/2016 | | S | | 7,500 | D | |
| | | | | | \$ 14.71 | | |
| | | | | | 1,500 | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|--|
| Right to buy option ⁽¹⁾ | \$ 26.28 | | | | | Date Exercisable: 08/05/2008 Expiration Date: 08/05/2017 | Common Stock | 3,000 |
| Right to buy options ⁽¹⁾ | \$ 23.1 | | | | | Date Exercisable: 08/26/2009 Expiration Date: 08/26/2018 | Common Stock | 3,000 |
| Right to buy option ⁽¹⁾ | \$ 20.94 | | | | | Date Exercisable: 10/14/2010 Expiration Date: 10/14/2019 | Common Stock | 3,000 |
| Right to buy option ⁽²⁾ | \$ 18.19 | | | | | Date Exercisable: 10/05/2014 Expiration Date: 10/05/2021 | Common Stock | 1,500 |
| Right to buy option ⁽¹⁾ | \$ 21.98 | | | | | Date Exercisable: 09/04/2013 Expiration Date: 09/04/2022 | Common Stock | 3,000 |
| Right to buy option ⁽¹⁾ | \$ 25.88 | | | | | Date Exercisable: 02/26/2015 Expiration Date: 02/26/2024 | Common Stock | 3,000 |
| Right to buy option ⁽¹⁾ | \$ 21.71 | | | | | Date Exercisable: 03/02/2016 Expiration Date: 03/02/2025 | Common Stock | 3,000 |
| Right to buy option ⁽¹⁾ | \$ 14.48 | | | | | Date Exercisable: 01/12/2017 Expiration Date: 01/12/2026 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

Blanchfield Dale
128 HAWTHORNE ROAD
HOPKINS, MN 55343

Signatures

Stephen E.
Gilhuley

10/24/2016

**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 of the succeeding three anniversaries of such date.
 - (2) Option is exercisable as to 750 shares on the date indicated and as to an additional 750 shares of the 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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