

PHOTRONICS INC
Form 4
July 17, 2009

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 *
MACRICOSTAS CONSTANTINE S

(Last) (First) (Middle)

15 SECOR ROAD

(Street)

BROOKFIELD, CT 06804

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PHOTRONICS INC [PLAB]

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2009

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)
CEO & President

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	07/15/2009	07/15/2009	S	200 D \$ 5.15	2,279,800	I	Owned By Limited Partnership (3) (4)
Common Stock	07/15/2009	07/15/2009	S	300 D \$ 5.11	2,279,500	I	Owned By Limited Partnership (3) (4)
Common Stock	07/15/2009	07/15/2009	S	21 D \$ 5.0702	2,279,479	I	Owned By Limited Partnership (3) (4)

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Common Stock	07/15/2009	07/15/2009	S	2,000	D	\$ 5.12	2,277,479	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	100	D	\$ 5.0925	2,277,379	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	400	D	\$ 5.14	2,276,979	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	600	D	\$ 5.13	2,276,379	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	1,800	D	\$ 5.07	2,274,579	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	200	D	\$ 5.0575	2,274,379	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	2,600	D	\$ 5.06	2,271,779	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	4,592	D	\$ 5.05	2,267,187	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	3,308	D	\$ 5.04	2,263,879	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	300	D	\$ 5.03	2,263,579	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
Common Stock	07/15/2009	07/15/2009	S	200	D	\$ 5.045	2,263,379	I	Owned By Limited Partnership <u>(3)</u> <u>(4)</u>
	07/15/2009	07/15/2009	S	17,911	D	\$ 5.1	2,245,468	I	

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Common Stock									Owned By Limited Partnership <u>(3) (4)</u>
Common Stock	07/15/2009	07/15/2009	S	24,489	D	\$ 5.09	2,220,979	I	Owned By Limited Partnership <u>(3) (4)</u>
Common Stock	07/15/2009	07/15/2009	S	3,479	D	\$ 5.08	2,217,500	I	Owned By Limited Partnership <u>(3) (4)</u>
Common Stock							153,746	D	
Common Stock							50,618	I	Owned By Corporation <u>(2)</u>
Common Stock							34,000	I	Owned By Wife <u>(1)</u>

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MACRICOSTAS CONSTANTINE S
15 SECOR ROAD
BROOKFIELD, CT 06804

X

CEO & President

Signatures

/s/ Richelle E. Burr, attorney-in-fact for Constantine S.
Macricostas

07/16/2009

__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) Mr. Macricostas disclaims beneficial ownership of these shares.

Represents all of the shares held by a corporation of which Mr. Macricostas owns a significant interest. Mr. Macricostas disclaims

(2) beneficial ownership of those shares not represented by his ownership interest. This corporation serves as the general partner of the limited partnership referred to above.

(3) Represents all of the shares held by a limited partnership of which Mr. Macricostas owns limited partnership interests. Mr. Macricostas disclaims beneficial ownership of those shares not represented by his limited partnership interests.

(4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 15, 2009

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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