

PHOTRONICS INC  
Form 4  
July 20, 2009

**FORM 4**

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

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

## OMB APPROVAL

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(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)  
**07/16/2009**

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)
Common Stock	07/16/2009	07/16/2009	S	700	D \$ 5.165 2,171,500	I	Owned By Limited Partnership (1) (4)
Common Stock	07/16/2009	07/16/2009	S	3,100	D \$ 5.17 2,168,400	I	Owned By Limited Partnership (1) (4)
Common Stock	07/16/2009	07/16/2009	S	100	D \$ 5.175 2,168,300	I	Owned By Limited Partnership (1) (4)

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Common Stock	07/16/2009	07/16/2009	S	2,200	D	\$ 5.18	2,166,100	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	1,000	D	\$ 5.185	2,165,100	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	2,900	D	\$ 5.19	2,162,200	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	200	D	\$ 5.1925	2,162,000	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	2,300	D	\$ 5.2	2,159,700	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	200	D	\$ 5.205	2,159,500	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	1,000	D	\$ 5.21	2,158,500	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	600	D	\$ 5.22	2,157,900	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	200	D	\$ 5.225	2,157,700	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	200	D	\$ 5.23	2,157,500	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	1,000	D	\$ 5.235	2,156,500	I	Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
	07/16/2009	07/16/2009	S	2,500	D	\$ 5.24	2,154,000	I	

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Common Stock										Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	1,900	D	\$ 5.245	2,152,100	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	2,600	D	\$ 5.25	2,149,500	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	1,200	D	\$ 5.255	2,148,300	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	1,100	D	\$ 5.26	2,147,200	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	900	D	\$ 5.265	2,146,300	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	800	D	\$ 5.27	2,145,500	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	1,100	D	\$ 5.275	2,144,400	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	807	D	\$ 5.28	2,143,593	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	800	D	\$ 5.285	2,142,793	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	893	D	\$ 5.29	2,141,900	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
	07/16/2009	07/16/2009	S	2,200	D	\$ 5.295	2,139,700	I		

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Common Stock										Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock	07/16/2009	07/16/2009	S	3,000	D	\$ 5.3	2,136,700	I		Owned By Limited Partnership <u>(1)</u> <u>(4)</u>
Common Stock							153,746	D		
Common Stock							50,618	I		Owned By Corporation <u>(3)</u>
Common Stock							34,000	I		Owned By Wife <u>(2)</u>

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

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(9-02)

**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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	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

07/20/2009

\_\_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) 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.

(2) 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  
(3) 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.

(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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