

PHOTRONICS INC

Form 4

August 12, 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)
08/10/2009

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2009	08/10/2009	S		1,000	D	\$ 5.21	2,104,400	I	Owned By Limited Partnership (1) (2)
Common Stock	08/10/2009	08/10/2009	S		701	D	\$ 5.22	2,103,699	I	Owned By Limited Partnership (1) (2)
Common Stock	08/10/2009	08/10/2009	S		1,300	D	\$ 5.32	2,102,399	I	Owned By Limited Partnership (1) (2)

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Common Stock	08/10/2009	08/10/2009	S	1,000	D	\$ 5.3	2,101,399	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/10/2009	08/10/2009	S	1,460	D	\$ 5.27	2,099,939	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/10/2009	08/10/2009	S	1,800	D	\$ 5.29	2,098,139	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/10/2009	08/10/2009	S	900	D	\$ 5.31	2,097,239	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/10/2009	08/10/2009	S	2,040	D	\$ 5.28	2,095,199	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/10/2009	08/10/2009	S	435	D	\$ 5.24	2,094,764	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/10/2009	08/10/2009	S	1,065	D	\$ 5.25	2,093,699	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/10/2009	08/10/2009	S	399	D	\$ 5.23	2,093,300	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/10/2009	08/10/2009	S	2,300	D	\$ 5.2	2,091,000	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/11/2009	08/11/2009	S	314	D	\$ 5.22	2,090,686	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	08/11/2009	08/11/2009	S	186	D	\$ 5.2	2,090,500	I	Owned By Limited Partnership <u>(1)</u> <u>(2)</u>
							153,746	D	

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Common
Stock

Common
Stock

50,618 I

Owned By
Corporation
(3)

Common
Stock

34,000 I

Owned By
Wife (4)

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. 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

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

08/12/2009

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 17, 2009.
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) Mr. Macricostas disclaims beneficial ownership of these shares.

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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