#### PHOTRONICS INC

Form 4

March 30, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

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

1(b).

(Print or Type Responses)

1. Name and A	ddress of Repo	rting Person *
MACRICOS	STAS CONS	TANTINE
S		
(Last)	(First)	(Middle)

15 SECOR ROAD

(Street)

(Ctata)

(7:m)

2. Issuer Name and Ticker or Trading Symbol

### PHOTRONICS INC [PLAB]

3. Date of Earliest Transaction (Month/Day/Year) 03/26/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CEO & President

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

50,618

**BROOKFIELD, CT 06804** 

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	d (A) of (D) 4 and (A) or	))	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	03/26/2010	03/26/2010	S	200	D	\$ 5.3	1,921,800	I	Owned By Limited Partnership
Common Stock	03/29/2010	03/29/2010	S	4,100	D	\$ 5.3	1,917,700	I	Owned By Limited Partnership
Common Stock							153,746	D	

### Edgar Filing: PHOTRONICS INC - Form 4

Common Owned By Stock Corporation

(3)

Common Stock 34,000 I Owned By Wife  $\frac{(4)}{2}$ 

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title Deriva		2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Securi	ty c	or Exercise	, ,	any	Code	of	(Month/Day/		Underly	ing	Security	Secui
(Instr.	3) I	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	,	Securiti	es	(Instr. 5)	Bene
	I	Derivative		•		Securities			(Instr. 3	and 4)		Own
	5	Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
									A	Amount		
							Date	Expiration	O	r		
						Exercisable	Date	Title N	Number			
							Lacicisable	Date		of		
					Code V	(A) (D)			S	Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MACRICOSTAS CONSTANTINE S

15 SECOR ROAD X CEO & President BROOKFIELD, CT 06804

**Signatures** 

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

Macricostas

03/30/2010

\*\*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.

Reporting Owners 2

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- (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 signficant 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.