

# PHOTRONICS INC

Reported by  
**MACRICOSTAS CONSTANTINE S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/12/09 for the Period Ending 08/10/09

Address	15 SECOR ROAD PO BOX 5226 BROOKFIELD, CT 06804
Telephone	2037759000
CIK	0000810136
Symbol	PLAB
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	10/31



**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/10/2009	8/10/2009	S		435	D	\$5.24	2094764	I	Limited Partnership (1) (2)
Common Stock	8/10/2009	8/10/2009	S		1065	D	\$5.25	2093699	I	Owned By Limited Partnership (1) (2)
Common Stock	8/10/2009	8/10/2009	S		399	D	\$5.23	2093300	I	Owned By Limited Partnership (1) (2)
Common Stock	8/10/2009	8/10/2009	S		2300	D	\$5.20	2091000	I	Owned By Limited Partnership (1) (2)
Common Stock	8/11/2009	8/11/2009	S		314	D	\$5.22	2090686	I	Owned By Limited Partnership (1) (2)
Common Stock	8/11/2009	8/11/2009	S		186	D	\$5.20	2090500	I	Owned By Limited Partnership (1) (2)
Common Stock								153746	D	
Common Stock								50618	I	Owned By Corporation (3)
Common Stock								34000	I	Owned By Wife (4)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

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

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MACRICOSTAS CONSTANTINE S</b> <b>15 SECOR ROAD</b> <b>BROOKFIELD, CT 06804</b>	<b>X</b>		<b>CEO &amp; President</b>	

**Signatures**

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

**8/12/2009**

\*\* Signature of Reporting Person

Date

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

\* 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).

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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