

PHOTRONICS INC

FORM SC 13G/A (Amended Statement of Ownership)

Filed 1/10/1996

Address	15 SECOR ROAD PO BOX 5226 BROOKFIELD, Connecticut 06804
Telephone	203-775-9000
CIK	0000810136
Industry	Semiconductors
Sector	Technology
Fiscal Year	10/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Information Statement Pursuant to Rule 13d-1 and 13d-2

(Amendment No. 7)*

PHOTRONICS, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

719405 10 2

(CUSIP Number)

Check the following box if a fee is being paid with this statement . (A fee is not required only if the filing person:
(1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in

Item 1; and (2) has filed no amendments subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 5 Pages

CUSIP No. 719405 10 2

 1) Names of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons Constantine S. Macricostas

2) Check the Appropriate Box if a Member of a Group
 (See Instructions) _____

(a) _____

(b) _____

3) SEC Use Only

 4) Citizenship or Place of Organization
 United States of America

Number of	(5)	Sole Voting Power	1,556,709 (1)
Shares Bene-	-----		
ficially	(6)	Shared Voting Power	- 0 -
Owned By	-----		
Each Report-	(7)	Sole Dispositive Power	1,556,709 (1)
ing Person	-----		
With	(8)	Shared Dispositive Power	- 0 -

 9) Aggregate Amount Beneficially Owned by Each Reporting Person
 1,574,709 (1) (2)

10) Check if the Aggregate Amount in Row (9) Excludes Certain
 Shares (See Instructions)

11) Percent of Class Represented by Amount in Row 9 13.3%

12) Type of Reporting Person (See Instructions) IN

- (1) Includes 218,250 shares of Common Stock for which I have options exercisable within 60 days and 22,500 shares subject to forfeiture pursuant to restricted stock awards.
- (2) Includes 18,000 shares owned by my wife, as to which I disclaim ownership.

CONSTANTINE S. MACRICOSTAS

Item 1 (a) Name of Issuer:

Photronics, Inc.

Item 1 (b) Address of Issuer's Principal Executive Offices:

1061 East Indiantown Road
Jupiter, Florida 33477

Item 2 (a) Name of Person Filing: Constantine S. Macricostas

**Item 2 (b) Address of Principal Business Office or,
if none, residence:**

1061 East Indiantown Road Jupiter, Florida 33477

Item 2 (c) Citizenship: United States of America

Item 2 (d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2 (e) CUSIP Number: 719405 10 2

Item 3 If this Statement is filed pursuant to Rules

13d-1(b) or 13d-2(b), check whether the person filing is a:

Not Applicable

Item 4 Ownership:

(a) Amount Beneficially Owned:

As of December 31, 1995, I directly own 1,338,459 shares of Common Stock (of which 22,500 shares were subject to forfeiture under restricted stock awards) and have options, exercisable within sixty (60) days, to acquire 218,250 shares of Common Stock. I may also be deemed the beneficial owner of 18,000 shares held by my wife, as to which shares I disclaim beneficial ownership. The foregoing does not include options to acquire 21,750 shares of common stock which are not exercisable within sixty (60) days.

(b) Percent of Class: 13.3%

(c) Number of Shares as to which such person has:

(i) sole power to vote or to direct the vote 1,556,709

(ii) shared power to vote or to direct the vote - 0 -

(iii) sole power to dispose or to direct the disposition of 1,556,709

(iv) shared power to dispose or to direct the disposition of - 0 -

Item 5 Ownership of Five Percent or Less of a Class

Not applicable

Item 6 Ownership of More Than Five Percent on Behalf of Another Person

Not applicable

Item 7 Identification and Classification of the Subsidiary

Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable

Item 8 Identification and Classification of Members of the Group

Not applicable

Item 9 Notice of Dissolution of Group

Not applicable

Item 10 Certification

Not applicable

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

_____ **January 10, 1996** _____

(Date)

__ **CONSTANTINE S. MACRICOSTAS** __
Constantine S. Macricostas

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End of Filing

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