PHOTRONICS INC

Form 4 March 26, 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:

5. Relationship of Reporting Person(s) to

(Check all applicable)

_ 10% Owner

Issuer

_X__ Director

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

PHOTRONICS INC [PLAB]

3. Date of Earliest Transaction

(Month/Day/Year)

Symbol

(Middle)

1(b).

(Last)

S

(Print or Type Responses)

1. Name and Address of Reporting Person *

MACRICOSTAS CONSTANTINE

(First)

15 SECOR ROAD		03/24/2010					_X_ Officer (give title Other (specify below) CEO & President				
	(Street)	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
		Filed(M	taran da antara da a					Applicable Line)			
							X Form filed by One Reporting Person Form filed by More than One Reporting				
BROOKF.	IELD, CT 06804			Person							
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ially Owned		
1.Title of	2. Transaction Date	1					5. Amount of 6. 7. Nature of				
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if	Transaction Code	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form:	Indirect Beneficial		
(IIIsu. 3)		any (Month/Day/Year)	(Instr. 8)	(111811. 3,	+ and	3)	Owned	Direct (D)	Ownership		
		, ,	,				Following	or Indirect	(Instr. 4)		
					(A)		Reported	(I)			
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
			Code V	Amount	(D)	Price	,		Orrmad Dry		
Common									Owned By Limited		
Stock	03/24/2010	03/24/2010	S	200	D	\$ 5.33	1,937,700	I	Partnership		
Stock									(1) (2)		
Common									Owned By Limited		
Common Stock	03/24/2010	03/24/2010	S	2,400	D	\$ 5.32	1,935,300	I	Partnership		
Stock									(1) (2)		
C									Owned By		
Common	03/24/2010	03/24/2010	S	2,200	D	\$ 5.31	1,933,100	I	Limited		
Stock									Partnership (1) (2)		

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Common Stock	03/24/2010	03/24/2010	S	100	D	\$ 5.3001	1,933,000	I	Owned By Limited Partnership (1) (2)
Common Stock	03/24/2010	03/24/2010	S	10,000	D	\$ 5.3	1,923,000	I	Owned By Limited Partnership
Common Stock	03/25/2010	03/25/2010	S	800	D	\$ 5.3	1,922,200	I	Owned By Limited Partnership
Common Stock	03/25/2010	03/25/2010	S	200	D	\$ 5.31	1,922,000	I	Owned By Limited Partnership
Common Stock							153,746	D	
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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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)
	Derivative				Securities	;		(Instr	. 3 and 4)	
	Security				Acquired					
					(A) or	*				
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									Amount	
						Date	Expiration	T:41-	or Namel	
						Exercisable Date		Number of		
				Code V	(A) (D)					
				Code V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

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

03/26/2010

**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.
- (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.

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