SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person[*]

 JORDAN JOHN P

 (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)
 01/03/2022

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director   10% Owner
 X   Officer (give title below)   Other (specify below)
 EVP, Chief Financial Officer

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X   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	01/03/2022		S		804[1]	D	$18.98	131,342	D	
Common Stock	01/03/2022		F		4,154[2]	D	$18.85	127,188	D	
Common Stock	01/03/2022		F		4,055[3]	D	$19.28	123,133	D	
Common Stock	01/03/2022		F		4,460[4]	D	$18.85	118,673	D	
Common Stock	01/03/2022		A		40,000[5]	A	$0	158,673	D	

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 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: 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. The sale reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by Mr. Jordan.

2. Shares withheld to meet tax liabilities associated with Restricted Stock Awards granted on January 2, 2019.

3. Shares withheld to meet tax liabilities associated with Restricted Stock Awards granted on January 3, 2020.

4. Shares withheld to meet tax liabilities associated with Restricted Stock Awards granted on January 2, 2021.

5. 25% of the Restricted Stock Awards granted will vest on each anniversary date of the grant over 4 years.

/s/Richelle E. Burr, attorney-in-fact for John P. Jordan	01/05/2022
** 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.

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 Number.