

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>MACRICOSTAS CONSTANTINE S</u> (Last) (First) (Middle) <u>15 SECOR ROAD</u> (Street) <u>BROOKFIELD CT 06804</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PHOTRONICS INC [PLAB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO & President</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/16/2009</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	07/16/2009	07/16/2009	s		700	D	\$5.165	2,171,500	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		3,100	D	\$5.17	2,168,400	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		100	D	\$5.175	2,168,300	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		2,200	D	\$5.18	2,166,100	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		1,000	D	\$5.185	2,165,100	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		2,900	D	\$5.19	2,162,200	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.1925	2,162,000	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		2,300	D	\$5.2	2,159,700	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.205	2,159,500	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		1,000	D	\$5.21	2,158,500	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		600	D	\$5.22	2,157,900	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.225	2,157,700	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.23	2,157,500	I	Owned By Limited Partnership ⁽¹⁾⁽⁴⁾

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

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V (Instr. 8)	(A) Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)	(D) Number of Derivative Securities Exercisable (Instr. 3 and 4)	Expiration Date (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title and Amount of 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)
<p>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.</p> <p>2. Mr. Macricostas disclaims beneficial ownership of these shares.</p> <p>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.</p> <p>4. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 15, 2009</p>													
<p><u>/s/ Richelle E. Burr, attorney-in-fact for Constantine S. Macricostas</u></p>													
<p>** Signature of Reporting Person</p>													
<p>Expiration Date</p>													
<p>Title</p>													
<p>Amount of Reporting Person</p>													
<p>Number of Shares</p>													
<p>Date</p>													
<p>07/20/2009</p>													

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.