

## 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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>MACRICOSTAS CONSTANTINE S</u>			<u>PHOTRONICS INC [ PLAB ]</u>			<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO &amp; President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
15 SECOR ROAD			04/15/2010					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
BROOKFIELD CT 06804								
(City) (State) (Zip)								

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	04/15/2010	04/15/2010	s		200	D	\$5.77	1,767,500	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		100	D	\$5.78	1,767,400	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		700	D	\$5.79	1,766,700	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		4,394	D	\$5.8	1,762,306	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		700	D	\$5.81	1,761,606	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		2,006	D	\$5.82	1,759,600	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		1,500	D	\$5.83	1,758,100	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		6,400	D	\$5.84	1,751,700	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		18,100	D	\$5.85	1,733,600	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		20,000	D	\$5.86	1,713,600	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		2,100	D	\$5.87	1,711,500	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/15/2010	04/15/2010	s		1,000	D	\$5.88	1,710,500	I	Owned By Limited Partnership <sup>(1)(2)</sup>
Common Stock	04/16/2010	04/16/2010	s		100	D	\$5.53	1,710,400	I	Owned By Limited Partnership <sup>(1)(2)</sup>



**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 (Instr. 8)	V (Instr. 8)	(A) Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(D) Number of Derivative Securities Exercisable (Instr. 3, 4 and 5)	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. The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on July 17, 2009.</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. Mr. Macricostas disclaims beneficial ownership of these shares.</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>													

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.