

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		200	D	\$5.305	2,156,300	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		1,400	D	\$5.31	2,154,900	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		100	D	\$5.315	2,154,800	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		900	D	\$5.33	2,153,900	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		300	D	\$5.335	2,153,600	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		800	D	\$5.34	2,152,800	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.3425	2,152,600	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		1,400	D	\$5.345	2,151,200	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.35	2,151,000	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		400	D	\$5.36	2,150,600	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		100	D	\$5.3625	2,150,500	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		100	D	\$5.37	2,150,400	I	Owned By Limited Partnership ⁽³⁾⁽⁴⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.375	2,150,200	I	Owned By Limited Partnership ⁽³⁾⁽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 (Instr. 8)	V (Instr. 8)	(A) Number of Derivative Securities Acquired (Instr. 8)	(D) Number of Derivative Securities Disposed (Instr. 8)	Expiration Date (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title of Underlying Security (Instr. 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
<p>1. Mr. Macricostas disclaims beneficial ownership of these shares.</p> <p>2. Represents shares held by a corporation of which Mr. Macricostas owns a significant interest. Mr. Macricostas disclaims beneficial ownership of those shares following present (Instr. 4) ownership interest. This corporation serves as the general partner of the limited partnership referred to in (Instr. 3, 4 and 5).</p> <p>3. 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>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>/s/ Richelle E. Burr, attorney-in-fact for Constantine S. Macricostas</p>		<p>07/20/2009</p>		
<p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4(b)(v).</p>														

** 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.

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