PROSPECTUS SUPPLEMENT NO. 6 (To Prospectus Dated February 22, 2002)

\$200,000,000

Photronics, Inc.

4 3/4% Convertible Subordinated Notes Due 2006 and Common Stock Issuable Upon Conversion of the Notes

This document supplements our prospectus dated February 22, 2002 relating to the resale of up to \$200,000,000 aggregate principal amount of our notes and the shares of our common stock issuable upon conversion of the notes, by certain holders of notes who are named as selling security holders in the prospectus.

You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement updates information in the prospectus, and, accordingly, to the extent inconsistent, the information in this prospectus supplement supersedes the information contained in the prospectus.

Investing in the notes involves risks. See "Risk Factors" beginning on page 7 of the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is April 11, 2002.

The table of selling security holders beginning on page 36 of the prospectus is hereby amended to add the entities named below as selling security holders:

Name 	Principal amount of notes beneficially owned that may be sold	Percentage of notes outstanding	Number of shares of common stock that may be sold (1)	Percentage of common stock outstanding (2)
Lincoln National Global Asset Allocation Fund, Inc.	\$40,000	*	1,081	*
Putnam Asset Allocation Funds-Balanced Portfolio	310,000	*	8,378	*
Putnam Asset Allocation Funds-Conservative Portfolio	240,000	*	6,486	*
Putnam Convertible Income-Growth Trust	2,180,000	1.09%	58,918	*
Putnam Convertible Opportunities and Income Trust Putnam Variable Trust-Putnam	80,000	*	2,162	*
VT Global Asset Allocation Fund	80,000	*	2,162	*

After giving effect to the addition of the foregoing selling security holders and an increase in the amount of notes held by Nicholas Applegate Convertible Fund, the section of the prospectus entitled "Selling Security Holders" reads as follows:

SELLING SECURITY HOLDERS

We originally issued the notes in a private placement in December 2001. The notes were resold by the initial purchasers of the notes to qualified institutional buyers under Rule 144A under the Securities Act. Selling security holders may offer and sell the notes and the underlying common stock pursuant to this prospectus.

The following table sets forth information we have received as of April 11, 2002 about the principal amount of notes and the underlying common stock beneficially owned by each selling security holder that may be offered using this prospectus.

Name 	Principal amount of notes beneficially owned that may be sold	Percentage of notes outstanding	Number of shares of common stock that may be sold (1)	Percentage of common stock outstanding (2)
Advent Convertible Master				
Cayman L.P.	\$ 2,935,000	1.47%	79,324	*
AIG/National Union Fire				
Insurance	180,000	*	4,864	*
Allentown City Firefighters				
Pension Plan	29,000	*	783	*
Allentown City Officers &				
Employees Pension Fund	11,000	*	297	*
Allentown City Police Pension				
Plan	54,000	*	1,459	*
Amaranth LLC	13,800,000	6.90	372 , 972	1.21%
American Motorist Insurance				
Company	507,000	*	13,702	*
AmSouth Bank Custodian				
for AmSouth VA Equity Income Fund AmSouth Bank Custodian for	2,100,000	1.05	56 , 756	*

Name	Principal amount of notes beneficially owned that may be sold	Percentage of notes outstanding	Number of shares of common stock that may be sold (1)	Percentage of common stock outstanding (2)
Silect Equity Variable Annuity Fund	1,320,000	*	35 , 675	*
Arapahoe County Colorado Argent Classic Convertible	49,000	*	1,324	*
Arbitrage Fund L.P. Argent Classic Convertible	500,000	*	13,513	*
Arbitrage Fund (Bermuda) Ltd. Argent Convertible Arbitrage	2,000,000	1.00	54,054	*
Fund Ltd. Argent LowLev Convertible	4,500,000	2.25	121,621	*
Arbitrage Fund LLC Arkansas Teachers Retirement	500,000	*	13,513	*
System	3,506,000	1.75	94,756	*
Aventis Pension Master Trust (5)	105,000	*	2,837	*
Bank Austria Cayman Islands,			_/	
LTD	7,400,000	3.70	199,999	*
Bankers Trust Company Trustee for DaimlerChrysler Corp. Emp.				
#1 Pension Plan dtd. 4/1/89	3,465,000	1.73	93,648	*
Baptist Health of South Florida	577 , 000	*	15,594	*
Black Diamond Offshore Ltd.	565,000	*	15,270	*
Boilermaker - Blacksmith Pension	500.000	*	45.045	*
Trust (5)	590,000	*	15,945	*
British Virgin Islands Social Security Board	38,000	*	1,027	*
CALAMOS (R) Convertible Fund -	30,000		1,027	
CALAMOS(R) Investment Trust (5) CALAMOS(R) Convertible Growth	2,400,000	1.20	64,864	*
and Income Fund - CALAMOS(R) Investment Trust (5)	4,400,000	2.20	118,918	*
CALAMOS(R)Convertible Portfolio - CALAMOS(R) Advisors	65,000	*	1,756	*
Trust (5)				

Name	Principal amount of notes beneficially owned that may be sold	Percentage of notes outstanding	Number of shares of common stock that may be sold (1)	Percentage of common stock outstanding (2)
CALAMOS(R)Convertible				
Technology Fund - CALAMOS(R)	65,000	*	1,756	*
Investment Trust (5)				
CALAMOS(R)Global Convertible				
Fund - CALAMOS(R) Investment	70,000	*	1,891	*
Trust (5)				
CALAMOS(R) Market Neutral Fund -				
CALAMOS(R) Investment Trust (5)	10,500,000	5.25	283,783	*
Castle Convertible Fund, Inc.	1,250,000	*	33 , 783	*
Chrysler Corporation Master				
Retirement Trust	2,035,000	1.01	54 , 999	*
CIBC World Markets	1,000,000	*	27 , 027	*
City of Albany Pension Plan (5)	50,000	*	1,351	*
City of Knoxville Pension System				
(5)	145,000	*	3,918	*
City of New Orleans	203,000	*	5,486	*
City University of New York	122,000	*	3,297	*
Clarica Life Insurance Co U.S.				
(5)	145,000	*	3,918	*
Clinton Multistrategy Master		0.00	100 100	*
Fund, Ltd.	4,000,000	2.00	108,108	*
Clinton Riverside Convertible	4 000 000	0.00	100 100	*
Portfolio Limited	4,000,000	2.00	108,108	*
Consulting Group Capital Markets	250 000	*	C 75C	*
Funds (5)	250,000		6,756	*
DeAm Convertible Arbitrage Delta Airlines Master Trust (5)	3,300,000	1.65	89,189	*
, ,	950,000	^	25 , 675	^
Delta Air Lines Master Trust (c/o Oaktree Capital Management LLC)	490,000	*	13,243	*
Delta Pilots Disability and	490,000	^	13,243	^
Survivorship Trust (5)	200,000	*	5,405	*
parvivoronip irase (5)	200,000		J, 40J	

Name	Principal amount of notes beneficially owned that may be sold	Percentage of notes outstanding	Number of shares of common stock that may be sold (1)	Percentage of common stock outstanding (2)
Delta Pilots D & S Trust (c/o				
Oaktree Capital Management	270,000	*	7,297	*
LLC)				
Deutsche Banc Alex Brown	15,624,000	7.81	422,269	1.37
Dorinco Reinsurance Company (5)	325,000	*	8,783	*
Double Black Diamond Offshore				
LDC	2,935,000	1.47	79,324	*
Drury University (5)	35,000	*	945	*
Engineers Joint Pension Fund	468,000	*	12,648	*
Federated Equity Income Fund,	T 000 000	0.65	405.005	*
Inc.	7,300,000	3.65	197,297	*
Federated Insurance Series, on behalf of its Federated Income	300,000	*	0 100	*
Fund II	300,000		8,108	^
Fidelity Financial Trust: Fidelity				
Convertible Securities Fund (6)	11,680,000	5.84	315,675	1.03
Franklin and Marshall College	190,000	*	5,135	*
Gartmore Variable Insurance	130,000		3,133	
Trust, on behalf of its Federated	180,000	*	4,864	*
GVIT Equity Income Fund	,		,	
Goldman Sachs and Company	500,000	*	13,513	*
Grady Hospital Foundation	107,000	*	2,891	*
Granville Capital Corporation	2,000,000	1.00	54,054	*
HFR Convertible Arbitrage				
Account	190,000	*	5,135	*
HFR Master Fund, LTD. (5)	50,000	*	1,351	*
H.K. Porter Company, Inc. (5)	15,000	*	405	*
Independence Blue Cross	64,000	*	1,729	*
Innovest Finanzdienstleistungs AG	580 , 000	*	15,594	*
Jefferies Umbrella Fund US				
Convertible Bonds	\$ 270,000	*	7,297	*

Amount of notes Dene Den					
CC Financial Products USA Inc. 250,000 * 6,756 * tttering Medical Center Funded 35,000 * 945 * preciation Account (5) soxville Utilities Board ttirement System (5) 120,000 * 3,243 * ncoln National Global Asset 40,000 * 1,081 * location Fund, Inc. 1000 * 1,081 * location Fund, Inc. 1000 * 1,500,000 * 40,540 * pper Convertibles, L.P. 1,500,000 * 40,540 * nuisiana Morkers' Compensation 150,000 * 4,054 * nuisiana Morkers' Compensation 150,000 * 4,054 * nuisiana Morkers' Compensation 150,000 * 13,270 * ncorn Master Fund Ref: 1,230,000 * 33,243 * ncorn County Employees' tirement System (5) 145,000 * 33,243 * ncorn County Employees' tirement System (5) 145,000 * 40,540 * ninesota Power and Light 125,000 * 3,378 * nrgan Stanley & Co. (7) 1,500,000 * 40,540 * ninesota Power and Light 125,000 * 3,378 * nrgan Stanley & Co. (7) 1,500,000 * 40,540 * ninesota Power and Light 125,000 * 3,378 * nrgan Stanley & Co. (7) 1,500,000 * 40,540 * ninesota Power and Light 125,000 * 3,378 * nrgan Stanley & Co. (7) 1,500,000 * 40,540 * ninesota Power and Light 125,000 * 14,729 * nion Picture Industry Health 126,000 * 14,729 * nion Picture Industry Health 127,000 * 14,729 * nion Picture Industry Health 128,000 * 14,729 * nion Picture Industry Health 128,000 * 14,729 * nion Picture Industry Health 128,000 * 14,945 * nionicipal Employees 183,000 * 14,945 * nionicipal Employees 183,	Name	notes beneficially owned that	of notes	shares of common stock that may be sold	of common stock outstanding
### State		-	-	, ,	
### Spreciation Account (5) ### Spreciation Account (5) ### Spreciation Spreciation Account (5) ### Spreciation Spreciation Account (5) ### Spreciation Spreciatio	KBC Financial Products USA Inc.	•	*		
### ### ##############################	Depreciation Account (5) Knoxville Utilities Board	33,000	^	945	^
Incoln National Global Asset		120.000	*	3.243	*
Docation Fund, Inc. pper Convertibles, L.P. 1,500,000 * 40,540 * 40	Lincoln National Global Asset	,	*		*
### Apper Convertibles, L.P. 1,500,000 * 40,540	Allocation Fund, Inc.	.,		,	
## Pages Offshore Convertibles, L.P. 1,500,000 * 40,540 * * * * * * * * * * * * * * * * * * *	Lipper Convertibles, L.P.	1,500,000	*	40,540	*
National Workers' Compensation 150,000	Lipper Offshore Convertibles, L.P.		*		*
150,000	Louisiana Workers' Compensation			•	
### April 19,000 ### Ap	Corporation (5)	150,000	*	4,054	*
## second County Employees' ## stirement System (5)	Lumbermans	491,000	*	13,270	*
Solution	Lyxor Master Fund Ref:				
### ##################################	Argent/LowLev CB	1,230,000	*	33,243	*
Mahan Securities Co., L.P. 1,500,000 * 40,540 * 11,081 * 1,500,000 * 11,081 * 1,500,000 * 11,081 * 1,500,000 * 11,081 * 1,500,000 * 11,081 * 1,500,000	Macomb County Employees'				
Annual Scaling Search (1997) Annual	Retirement System (5)	145,000	*	3,918	*
Innesota Power and Light 125,000 15,000 15,000 16,000 16,000 16,000 16,000 17,000 18,	McMahan Securities Co., L.P.	1,500,000		40,540	
######################################	Microsoft Corporation	410,000			
Applied Statistics at Co. (1) Strion Pictures Industry Ann - Active Member Fund Ann - Active Member Fund Ann - Retiree Member	Minnesota Power and Light				
proton Fictures Industry Health than - Active Member Fund than - Retiree Me	Morgan Stanley & Co. (7)				
tan - Active Member Fund 190,000 * 5,135 * tion Picture Industry Health tan - Retiree Member Fund 80,000 * 2,162 * ticipal Employees 183,000 * 4,945 * two Orleans Firefighters Pension telief Fund 110,000 * 2,972 * tcholas Applegate Convertible and 1,529,000 * 41,324 * tcholas Applegate Global tcholas Applegate Global toldings LP 35,000 * 945 *	Motion Pictures Industry	545,000	*	14,729	*
And a cholas Applegate Global cholas Applegate Global cholas Applegate Global cholas Applegate FBO A.R.	Motion Picture Industry Health				
## Ann - Retiree Member Fund	Plan - Active Member Fund	190,000	*	5,135	*
Main Retail Ret	Motion Picture Industry Health				
Tos, on the project of the project o	Plan - Retiree Member Fund				
Relief Fund 110,000 * 2,972 * Cholas Applegate Convertible and 1,529,000 * 41,324 * Cholas Applegate Global bldings LP 35,000 * 945 * UT6 Distribution Trust FBO A.R.	Municipal Employees	183,000	*	4,945	*
Incholas Applegate Convertible Ind Ind Ind Ind Ind Ind Ind In					
1,529,000 * 41,324 * cholas Applegate Global cldings LP 35,000 * 945 * 176 Distribution Trust FBO A.R.	/Relief Fund	110,000	*	2 , 972	*
Cholas Applegate Global Oldings LP 35,000 * 945 * UT6 Distribution Trust FBO A.R.					
oldings LP 35,000 * 945 * 176 Distribution Trust FBO A.R.	Fund	1,529,000	*	41,324	*
176 Distribution Trust FBO A.R.		05.000		0.45	
	Holdings LP	35,000	*	945	*
uder / zinternoier /,000 * 189 *		7.000	4-	100	al.
	Lauder / Zinterhofer	7,000	*	189	*

	Principal amount of notes beneficially owned that	Percentage of notes	Number of shares of common stock that may be sold	Percentage of common stock outstanding
Name	may be sold	outstanding	(1)	(2)
1976 Distribution Trust FBO Jane				
A. Lauder	13,000	*	351	*
Occidental Petroleum Corporation	118,000	*	3,189	*
OCM Convertible Trust	1,180,000	*	8,918	*
Ohio National Fund, Inc., on				
behalf of its Equity Income	30,000	*	810	*
Portfolio	40.000		4 004	*
Ondeo Nalco	40,000	*	1,081	*
Onex Industrial Partners Limited	1,950,000	*	52,702	
Palladin Securities LLC	1,200,000	*	32,432	*
Paloma Securities LLC	5,000,000	2.50	135,135	*
Partner Reinsurance Company	222 000	*	0.010	*
Ltd.	330,000	*	8,918	*
Pebble Capital Inc.	650,000	*	17,567	*
Physicians Life Policemen and Firemen	183,000		4,945	
Retirement System of the City of	503,000	*	13,594	*
Detroit	303,000		13,394	
Port Authority of Allegheny				
County Retirement and Disability				
Allowance Plan for the Employees	615,000	*	16,621	*
Represented by Local 85	013,000		10,021	
of the Amalgamated Transit Union (5)				
Pro-mutual	603,000	*	16,297	*
Putnam Asset Allocation Funds-Balanced	310,000	*	8,378	*
Portfolio	010,000		0,010	
Putnam Asset Allocation	240,000	*	6,486	*
Funds-Conservative Portfolio	.,		.,	
Putnam Convertible Income-Growth Trust	2,180,000	1.09%	58,918	*
Putnam Convertible Opportunities and	80,000	*	2,162	*
Income Trust				
Putnam Variable Trust-Putnam				
VT Global Asset Allocation Fund	80,000	*	2,162	*
Qwest Occupational Health Trust	55,000	*	1,486	*
Ramius Capital Group	300,000	*	8,108	*
RAM Trading Ltd	1,750,000	*	47,297	*
Raytheon Master Pension Trust	200,000	*	5,405	*
RCG Halifax Master Fund, LTD	550,000	*	14,864	*
RCG Latitude Master Fund, LTD	2,500,000	1.25	67 , 567	*
RCG Multi Strategy A/C LP	1,250,000	*	33,783	*
Robertson Stephens	5,000,000	2.50	135,135	*

Amount of notes Deneficially Percentage Common Stock that Stock Deneficially Of notes may be sold Outstanding (1) (2) (2) (2) (3) (4)		Principal		Number of	
Name		amount of		shares of	Percentage
Name				common	of common
Name		_	-		
Rockhaven Fund Rockhaven Premier Dividend Fund Ton, 0000 * 18,918 * San Diego City Retirement 1,097,000 * 29,648 * San Diego County Convertible 1,654,000 * 44,702 * SCI Endowment Care Common Trust Fund - First Union (5) 20,000 * 540 * SCI Endowment Care Common Trust Fund - National Fiduciary 70,000 * 1,891 * Services (5) SCI Endowment Care Common Trust Fund - National Fiduciary 70,000 * 1,891 * Services (5) SCI Endowment Care Common Trust Fund - Suntrust (5) 30,000 * 810 * Screen Actors Guild Pension Convertible 500,000 * 13,513 * S G Cowen Securities Corporation 1,500,000 * 40,540 * Shell Pension Trust 320,000 * 8,648 * Silvecreek Limited Partnership 1,100,000 * 29,729 * Silvecreek Limited Partnership 1,100,000 * 24,324 * Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance 185,000 * 4,999 * STPT (5) 71,000 * 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Connecticut Combined Investment Fund 2,575,000 1.29 69,594 * State of Connecticut Combined Investment Fund 2,575,000 1.29 69,594 *				_	-
Rockhaven Fund		may be sold		, ,	, ,
Rockhaven Premier Dividend Fund Fund Fund Fund Fund Fund Fund Fu					
Rockhaven Premier Dividend Fund Fund Fund Fund Fund Fund Fund Fu					
Fund 700,000 * 18,918 * San Diego City Retirement 1,097,000 * 29,648 * San Diego County Convertible 1,654,000 * 44,702 * SCI Endowment Care Common Trust Fund - First Union (5) 20,000 * 540 * SCI Endowment Care Common Trust Fund - National Fiduciary 70,000 * 1,891 * Services (5) SCI Endowment Care Common * 810 * Trust Fund - Suntrust (5) 30,000 * 810 * Screen Actors Guild Pension * 810 * * Convertible 500,000 * 13,513 * </td <td>Rockhaven Fund</td> <td>80,000</td> <td>*</td> <td>2,162</td> <td>*</td>	Rockhaven Fund	80,000	*	2,162	*
San Diego City Retirement 1,097,000	Rockhaven Premier Dividend				
San Diego County Convertible 1,654,000 * 44,702 * SCI Endowment Care Common Trust Fund - First Union (5) 20,000 * 540 * SCI Endowment Care Common Trust Fund - National Fiduciary 70,000 * 1,891 * Services (5) SCI Endowment Care Common Trust Fund - Suntrust (5) SCI Endowment Care Common Trust Fund - Suntrust (5) SCI Endowment Care Common Trust Fund - Suntrust (5) SCOPEN Actors Guild Pension Convertible 500,000 * 810,513 * S G Cowen Securities Corporation 1,500,000 * 40,540 * Shell Pension Trust 320,000 * 8,648 * Silvercreek Limited Partnership 1,100,000 * 29,729 * Silvercreek Limited Partnership 1,100,000 * 24,324 * Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance 185,000 * 4,999 * STAT(5) 710,000 * 19,189 * Statvest Combined Portfolio 190,000 * 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 21,891 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Fund	700,000	*	•	
SCI Endowment Care Common Trust Fund - First Union (5) 20,000 * 540 * 540 * 551 First Union (5) * 520,000 * 540 * 5521 First Union (5) * 5521 First Union (5) * 5521 First Union (5) * 540 * 5521 First Union (5) * 5521 First Union (5) * 5522 First U		1,097,000	*	29,648	*
Trust Fund - First Union (5)		1,654,000	*	44,702	*
SCI Endowment Care Common Trust Fund - National Fiduciary Services (5) SCI Endowment Care Common Trust Fund - Suntrust (5) SCI Endowment Care Common Trust Fund - Suntrust (5) Screen Actors Guild Pension Convertible SG Cowen Securities Corporation Silvercreek Limited Partnership Silvercreek Limited Partnership Southdown Pension Plan (5) Southdown Pension Plan (5) Southern Farm Bureau Life Insurance Spyrous Starvest Combined Portfolio State Employees' Retirement Fund of the State of Delaware State of Connecticut Combined Investment Fund State Street Bank Custodian for State Street Bank Custodian for Services (5) SCI Endowment Care Common Trust 70,000 * 1,891 * 1,891 * 1,891 State Street Bank Custodian for Screen Actors Onton 1	SCI Endowment Care Common				
Trust Fund - National Fiduciary	Trust Fund - First Union (5)	20,000	*	540	*
Services (5) SCI Endowment Care Common Trust Fund - Suntrust (5) SCreen Actors Guild Pension Convertible Southam Securities Corporation Shell Pension Trust Silvercreek Limited Partnership Silvercreek Limited Partnership Southdown Pension Plan (5) Southdown Pension Plan (5) Southern Farm Bureau Life Insurance Spart (5) Stare Employees' Retirement Fund of the State of Delaware State of Connecticut Combined Investment Fund State Street Bank Custodian for GE Pension Trust 1,000 * 30,000 * 30,000 * 31,513 * \$10,513 * \$10,513 * \$10,513 * \$10,513 * \$10,000 *	SCI Endowment Care Common				
SCI Endowment Care Common Trust Fund - Suntrust (5) Screen Actors Guild Pension Convertible 500,000 * 13,513 * S G Cowen Securities Corporation 1,500,000 * 40,540 * Shell Pension Trust 320,000 * 8,648 * Silvercreek Limited Partnership 1,100,000 * 29,729 * Silvercreek Limited Partnership 900,000 * 24,324 * Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance 185,000 * 4,999 * STATY (5) 710,000 * 19,189 * Starvest Combined Portfolio 190,000 * 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Trust Fund - National Fiduciary	70,000	*	1,891	*
Trust Fund - Suntrust (5) 30,000 * 810 * Screen Actors Guild Pension Convertible 500,000 * 13,513 * 56 Cowen Securities Corporation 1,500,000 * 40,540 * 58 61 Pension Trust 320,000 * 8,648 * 58 61 Pension Trust 320,000 * 8,648 * 58 61 Pension Trust 900,000 * 29,729 * 58 11 Vercreek Limited Partnership 1,100,000 * 29,729 * 58 11 Vercreek II Limited 900,000 * 24,324 * 50 Vercreek II Limited 900,000 * 1,621 * 50 Vercreek II Limited 900,000 * 1,621 * 50 Vercreek II Survance II St.,000 * 4,999 * 59 T (5) Township II St.,000 * 19,189 * 59 T (5) Township II St.,000 * 5,135 * 50 Vercreek II St.,000 * 50 Vercreek II St.,000 * 50 Vercreek II St.,000 * 50 Vercre	Services (5)				
Screen Actors Guild Pension Convertible 500,000 * 13,513 * S G Cowen Securities Corporation 1,500,000 * 40,540 * Shell Pension Trust 320,000 * 8,648 * Silvercreek Limited Partnership 1,100,000 * 29,729 * Silvercreek II Limited 900,000 * 24,324 * Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance 185,000 * 4,999 * SPT (5) 710,000 * 19,189 * Starvest Combined Portfolio 190,000 * 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund State of Maryland Retirement Agency 2,575,000 * 46,081 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	SCI Endowment Care Common				
Convertible 500,000 * 13,513 * S G Cowen Securities Corporation 1,500,000 * 40,540 * Shell Pension Trust 320,000 * 8,648 * Silvercreek Limited Partnership 1,100,000 * 29,729 * Silvercreek II Limited 900,000 * 24,324 * Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance 185,000 * 4,999 * SPT (5) 710,000 * 19,189 * Starvest Combined Portfolio 190,000 * 19,189 * Starvest Combined Portfolio 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Trust Fund - Suntrust (5)	30,000	*	810	*
S G Cowen Securities Corporation 1,500,000	Screen Actors Guild Pension				
Shell Pension Trust 320,000 * 8,648 * Silvercreek Limited Partnership 1,100,000 * 29,729 * Silvercreek II Limited 900,000 * 24,324 * Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance Insurance 185,000 * 4,999 * SFT (5) 710,000 * 19,189 * Starvest Combined Portfolio 190,000 * 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Convertible	500,000	*	13,513	*
Silvercreek Limited Partnership 1,100,000 * 29,729 * Silvercreek II Limited 900,000 * 24,324 * Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance 185,000 * 4,999 * STATE STORES Combined Portfolio 190,000 * 19,189 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	S G Cowen Securities Corporation	1,500,000	*	40,540	*
Silvercreek II Limited 900,000 * 24,324 * Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance 185,000 * 4,999 * Insurance 185,000 * 19,189 * SPT (5) 710,000 * 19,189 * Starvest Combined Portfolio 190,000 * 5,135 * State Employees' Retirement Fund State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Shell Pension Trust	320,000	*	8,648	*
Southdown Pension Plan (5) 60,000 * 1,621 * Southern Farm Bureau Life Insurance 185,000 * 4,999 * SPT (5) 710,000 * 19,189 * Starvest Combined Portfolio 190,000 * 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Silvercreek Limited Partnership	1,100,000	*	29,729	*
Southern Farm Bureau Life Insurance	Silvercreek II Limited	900,000	*	24,324	*
Insurance 185,000 * 4,999 * SPT (5) 710,000 * 19,189 * Starvest Combined Portfolio 190,000 * 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Southdown Pension Plan (5)	60,000	*	1,621	*
## SPT (5)	Southern Farm Bureau Life				
Starvest Combined Portfolio 190,000 * 5,135 * State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined	Insurance	185,000	*	4,999	*
State Employees' Retirement Fund of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	SPT (5)	710,000	*	19,189	*
of the State of Delaware 810,000 * 21,891 * State of Connecticut Combined Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Starvest Combined Portfolio	190,000	*	5,135	*
State of Connecticut Combined Investment Fund State of Maryland Retirement Agency State Street Bank Custodian for GE Pension Trust State of Connecticut Combined 1,705,000	State Employees' Retirement Fund				
Investment Fund 1,705,000 * 46,081 * State of Maryland Retirement Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	of the State of Delaware	810,000	*	21,891	*
State of Maryland Retirement 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	State of Connecticut Combined				
Agency 2,575,000 1.29 69,594 * State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	Investment Fund	1,705,000	*	46,081	*
State Street Bank Custodian for GE Pension Trust 1,585,000 * 42,837 *	State of Maryland Retirement				
GE Pension Trust 1,585,000 * 42,837 *	Agency	2,575,000	1.29	69,594	*
=	State Street Bank Custodian for				
Sunrise Partners LLC 9,200,000 4.60 248.648 *	GE Pension Trust	1,585,000	*	42,837	*
	Sunrise Partners LLC	9,200,000	4.60	248,648	*

Name	Principal amount of notes beneficially owned that may be sold	Percentage of notes outstanding	Number of shares of common stock that may be sold (1)	Percentage of common stock outstanding (2)
The Day Charical Comment				
The Dow Chemical Company	1 150 000	*	7 601	*
Employees' Retirement Plan (5)	1,150,000	*	7,631	*
The Fondren Foundation (5)	35,000	*	945	*
The Grable Foundation	95,000	*	2,567	*
Trustmark Insurance Company 2000 Revocable Trust FBO A.R.	280,000	*	7,567	*
Lauder / Zinterhofer	6,000	*	162	*
Union Carbide Retirement	0,000		102	
Account (5)	600,000	*	6,216	*
United Food and Commercial				
Workers Local 1262 and	270,000	*	7,297	*
Employee Pension Fund (5)				
Vanguard Convertible Securities				
Fund, Inc.	1,945,000	*	2,567	*
Vopak USA Inc., Retirement Plan				
(f.k.a. Van Waters & Rogers, Inc.	140,000	*	3,783	*
Retirement Plan) (5)				
Wake Forest University	686,000	*	8,540	*
Wake Forest University	255 222	*	0.504	*
Convertible Arbitrage	355,000	*	9,594	*
WPG Convertible Arbitrage Overseas Master Fund, L.P	2 500 000	1.25	67 567	*
·	2,500,000	1.25	67,567	^
Writers Guild Industry Health	202 000	*	7 010	*
Fund	293,000	*	7,918	*
Wyoming State Treasurer	971,000	*	26,243	*
Any other holder of notes or future	2 644 000	1 02	00 400	*
transferee, pledgee, donee or successor of any holder (3)	3,644,000	1.82	98,486	^
successor or any norder (3)				_
Total	\$200,000,000	100.00%	5,405,400(4)	15.13%
	========	=======	========	======

^{*} Less than 1%.

⁽¹⁾ Assumes conversion of all of the holder's notes at a conversion rate of 27.027 shares of common stock per \$1,000 principal amount of notes. However, this

conversion rate will be subject to adjustment as described under "Description of Notes--Conversion Rights." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.

- (2) Calculated based on 30,315,494 shares of common stock outstanding as of December 31, 2001. In calculating this amount for each selling security holder, we treated as outstanding that number of shares of common stock issuable upon conversion of all of that holder's notes. However, we did not assume the conversion of any other holder's notes, except in calculating the percentage for all selling security holders as a group.
- (3) Information about other selling security holders will be set forth in prospectus supplements, if required.
- (4) Column does not add up correctly because the fractional shares to which the holders would be entitled have been disregarded.
- (5) Pursuant to an Investment Management Agreement, CALAMOS(R) Investments is not acting individually, but solely as an Investment Manager for the selling security holder.
- (6) The entity is either an investment company or a portfolio of an investment company registered under Section 8 of the Investment Company Act of 1940, as amended, or a private investment account advised by Fidelity Management and Research Company ("FMR Co."). FMR Co. is a Massachusetts corporation and an investment advisor registered under Section 203 of the Investment Advisers Act of 1940, as amended, and provides investment advisory services to each of such Fidelity entities identified above, and to other registered investment companies and to certain other funds which are generally offered to a limited group of investors. FMR Co. is a wholly owned subsidiary of FMR Corp., a Massachusetts corporation. The holdings are as of January 23, 2002.
- (7) The entity owns 1,200,000 of our 6.00% convertible subordinated notes due 2004. Further, Morgan Stanley & Co. Incorporated acted as one of the initial purchasers in connection with the offer and sale of the notes in December 2001.

We prepared this table based on the information supplied to us on or before April 11, 2002 by the selling security holders named in the table. The selling security holders listed in the above table may have sold or transferred, pursuant to the prospectus or in transactions exempt from the registration requirements of the Securities Act, some or all of their notes since the date they have supplied the information to us. Information about the selling security holders may change further over time. Any changed information supplied to us will be set forth in future prospectus supplements.

Other than as noted above, none of the selling security holders listed above has, or within the past three years has had, any position, office or other material relationship with us or any of

our predecessors or affiliates.

Because the selling security holders may offer all or some of their notes or the underlying common stock from time to time, we cannot estimate the amount of the notes or the underlying common stock that will be held by the selling security holders upon the termination of any particular offering. See "Plan of Distribution."