

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) 15 SECOR ROAD (Street) BROOKFIELD CT 06804 (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) CEO & President
	3. Date of Earliest Transaction (Month/Day/Year) 07/16/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 07/20/2009	

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	2,136,500	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		1,400	D	\$5.31	2,135,100	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		100	D	\$5.315	2,135,000	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		900	D	\$5.33	2,134,100	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		300	D	\$5.335	2,133,800	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		800	D	\$5.34	2,133,000	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.3425	2,132,800	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		1,400	D	\$5.345	2,131,400	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.35	2,131,200	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		400	D	\$5.36	2,130,800	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		100	D	\$5.3625	2,130,700	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		100	D	\$5.37	2,130,600	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾
Common Stock	07/16/2009	07/16/2009	s		200	D	\$5.375	2,130,400	I	Owned By Limited Partnership ⁽¹⁾⁽²⁾

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) or (D) (Instr. 8)	Num (Instr. 8)	Dir (Instr. 8)	Date Exercisable (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. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan disposed of by the reporting person on July 20, 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 limited partnership referred to in 1 and 5.</p> <p>4. Mr. Macricostas disclaims beneficial ownership of these shares.</p>															
												07/21/2009			
												Date			
												Signature of Reporting Person			
												Title			
												Amount of Shares			

/s/ Richelle E. Burr, attorney-in-fact for Constantine S. Macricostas

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.