

**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                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><b>MACRICOSTAS CONSTANTINE S</b><br><br>(Last) (First) (Middle)<br><b>15 SECOR ROAD</b><br><br>(Street)<br><b>BROOKFIELD CT 06804</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>PHOTRONICS INC [ PLAB ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>CEO &amp; President</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/09/2010</b>         |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 04/09/2010                           | 04/09/2010   | s                              |   | 100   | D          | \$5.53 | 1,817,600   | I  | Owned By Limited Partnership <sup>(1)(2)</sup>        |
| Common Stock                    | 04/09/2010                           | 04/09/2010   | s                              |   | 500   | D          | \$5.52 | 1,817,100   | I  | Owned By Limited Partnership <sup>(1)(2)</sup>        |
| Common Stock                    | 04/09/2010                           | 04/09/2010   | s                              |   | 300   | D          | \$5.55 | 1,816,800   | I  | Owned By Limited Partnership <sup>(1)(2)</sup>        |
| Common Stock                    | 04/09/2010                           | 04/09/2010   | s                              |   | 161   | D          | \$5.54 | 1,816,639   | I  | Owned By Limited Partnership <sup>(1)(2)</sup>        |
| Common Stock                    | 04/09/2010                           | 04/09/2010   | s                              |   | 1,000   | D          | \$5.51 | 1,815,639   | I  | Owned By Limited Partnership <sup>(1)(2)</sup>        |
| Common Stock                    | 04/09/2010                           | 04/09/2010   | s                              |   | 5,139   | D          | \$5.5  | 1,810,500   | I  | Owned By Limited Partnership <sup>(1)(2)</sup>        |
| Common Stock                    |                                      |  |                                |   |   |            |        | 153,746   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 50,618  | I  | Owned By Corporation <sup>(3)</sup>                   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 34,000  | I  | Owned By Wife <sup>(4)</sup>                          |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- 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.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 17, 2009.
- 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.
- Mr. Macricostas disclaims beneficial ownership of these shares.

/s/ Richelle E. Burr, attorney- 04/13/2010  
in-fact for Constantine S.  
Macricostas

\*\* Signature of Reporting Person      Date

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.**