

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL  
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Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Macricostas, Constantine S.		Photonics, Inc. (PLAB)		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) 10% Owner Other (specify below) <b>Chairman of the Board</b>	
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		7. Individual or Joint/Group Filing (Check Applicable Line)	
1061 East Indiantown Road				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(Street)		4. Statement for Month/Day/Year		<input type="checkbox"/> Form filed by More than One Reporting Person	
Jupiter, Florida 33477		5. If Amendment, Date of Original (Month/Day/Year)		September 13, 2002	
(City) (State) (Zip)					

**Table I 1/4 Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. 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	9/5/02		G	V	760	(D)	246,696	(D)		
Common Stock							34,000 (1)	(I) (1)	Owned by Wife	
Common Stock							2,280,000 (2)	(I) (2)	Owned by Limited Partnership	
Common Stock							50,618 (3)	(I) (3)	Owned by Corporation	

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).

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(Over)  
SEC 1474 (9-02)

FORM 4 (continued)		Table II 1/4 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$26,950	12/3/01		A	V	60,000		(4)	12/3/11	Common Stock	60,000	60,000	(D)	
Stock Option (right to buy)	\$15,900	7/10/02		A	V	20,000		(4)	7/10/12	Common Stock	20,000	20,000	(D)	

**Explanation of Responses:**

- (1) Mr. Macricostas disclaims beneficial ownership of these shares.
- (2) 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.
- (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 in response (1).
- (4) The option becomes exercisable in four equal annual installments beginning on the first anniversary of the grant date specified in Column 3.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: /s/ Anthony N. Circhetti October 1, 2002  
 \*\*Signature of Reporting Person Date  
 Attorney-in-fact

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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