

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No.)***

Photronics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

719405102

(CUSIP Number)

April 22, 2003

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1(b)
[X] Rule 13d-1(c)
[] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois limited partnership
U.S.A.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

&# 160;

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.1% as of the date of this filing (based on 32,040,770 shares of Common Stock issued and outstanding as of February 14, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Notes referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

PN; HC

(1) See footnote 1 in Item 4.

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Page 3 of 25 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GLB Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

U.S.A.

5. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER
1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

&# 160;

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. TYPE OF REPORTING PERSON*

PN; HC

(1) See footnote 1 in Item 4.

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Page 4 of 25 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Investment Group, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company
U.S.A.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

See Row 6 above.

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See Row 6 above.

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12. TYPE OF REPORTING PERSON*

OO; HC

(1) See footnote 1 in Item 4.

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13G

Page 5 of 25 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen
 U.S.A.

5. SOLE VOTING POWER
0

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

6. SHARED VOTING POWER

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
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8. SHARED DISPOSITIVE POWER
See Row 6 above.

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12. TYPE OF REPORTING PERSON*
IN; HC

(1) See footnote 1 in Item 4.

1. NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Wellington Partners L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois limited partnership

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER

REPORTING
PERSON
WITH

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
See Row 6 above.

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CERTAIN SHARES*

&# 160; o

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12. TYPE OF REPORTING PERSON*
PN; HC

(1) See footnote 1 in Item 4.

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13G

Page 7 of 25 pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Kensington Global Strategies Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Bermuda company

5. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER
1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

&# 160; o

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12. TYPE OF REPORTING PERSON*
CO; HC

(1) See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Equity Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands company

5. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER
1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

&# 160;

o

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12. TYPE OF REPORTING PERSON*
CO

(1) See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Edison Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands company

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

&# 160;

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.1% as of the date of this filing (based on 32,040,770 shares of Common Stock issued and outstanding as of February 14, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Notes referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

CO

(1) See footnote 1 in Item 4.

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Page 10 of 25 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Edison Fund L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

NUMBER OF
SHARES
BENEFICIALLY

5. SOLE VOTING POWER

0

OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

&# 160;

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.1% as of the date of this filing (based on 32,040,770 shares of Common Stock issued and outstanding as of February 14, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Notes referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

PN

(1) See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Jackson Investment Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands company

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock)(1)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

&# 160;

o

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Approximately 5.1% as of the date of this filing (based on 32,040,770 shares of Common Stock issued and outstanding as of February 14, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Notes referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

CO

(1) See footnote 1 in Item 4.

Cusip No. 719405102

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aragon Investments, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda company

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

&# 160;

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.1% as of the date of this filing (based on 32,040,770 shares of Common Stock issued and outstanding as of February 14, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Notes referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*

CO

(1) See footnote 1 in Item 4.

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Edison Investments Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands company

5. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER
1,195,187 shares of Common Stock
\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* &# 160;

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.1% as of the date of this filing (based on 32,040,770 shares of Common Stock issued and outstanding as of February 14, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Notes referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*
CO

(1) See footnote 1 in Item 4.

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Equity Opportunity Investments Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands company

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
1,195,187 shares of Common Stock
\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* &# 160; o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.1% as of the date of this filing (based on 32,040,770 shares of Common Stock issued and outstanding as of February 14, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Notes referred to in Row 6 above).

12. TYPE OF REPORTING PERSON*
CO

(1) See footnote 1 in Item 4.

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Cusip No. 719405102

13G

Page 15 of 25 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Equity Opportunity Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands company

5. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER
1,195,187 shares of Common Stock
\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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CERTAIN SHARES*

&# 160;

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12. TYPE OF REPORTING PERSON*

CO

(1) See footnote 1 in Item 4.

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Cusip No. 719405102

13G

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Equity Opportunity Fund L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

&# 160;

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12. TYPE OF REPORTING PERSON*

PN

(1) See footnote 1 in Item 4.

Cusip No. 719405102

13G

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Item 1(a) Name of Issuer: **PHOTRONICS, INC.**

1(b) Address of Issuer's Principal Executive Offices:

1061 East Indiantown Road
Suite 318
Jupiter, Florida 33477

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership
225 W. Washington
9th Floor
Chicago, Illinois 60606
Illinois limited partnership

GLB Partners, L.P.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Delaware limited partnership

Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Delaware limited liability company

Kenneth Griffin
225 W. Washington
9th Floor
Chicago, Illinois 60606
U.S. Citizen

Citadel Wellington Partners L.P.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Illinois limited partnership

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Cusip No. 719405102

13G

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Citadel Kensington Global Strategies Fund Ltd.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Bermuda company

Citadel Equity Fund Ltd.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Cayman Islands company

Citadel Edison Fund Ltd.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Cayman Islands company

Citadel Edison Fund L.P.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Delaware limited partnership

Citadel Jackson Investment Fund Ltd.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Cayman Islands company

Aragon Investments, Ltd.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Bermuda company

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Citadel Edison Investments Ltd.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Cayman Islands company

Citadel Equity Opportunity Investments Ltd.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Cayman Islands company

Citadel Equity Opportunity Fund Ltd.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Cayman Islands company

Citadel Equity Opportunity Fund L.P.
c/o Citadel Investment Group, L.L.C.
225 W. Washington
9th Floor
Chicago, Illinois 60606
Delaware limited partnership

2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

2(e) CUSIP Number: **719405102**

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;

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- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4 Ownership:

CITADEL LIMITED PARTNERSHIP
GLB PARTNERS, L.P.
CITADEL INVESTMENT GROUP, L.L.C.
KENNETH GRIFFIN
CITADEL WELLINGTON PARTNERS L.P.
CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.
CITADEL EQUITY FUND LTD.
CITADEL EDISON FUND LTD.
CITADEL EDISON FUND L.P.
CITADEL JACKSON INVESTMENT FUND LTD.
ARAGON INVESTMENTS, LTD.
CITADEL EDISON INVESTMENTS LTD.
CITADEL EQUITY OPPORTUNITY INVESTMENTS LTD.
CITADEL EQUITY OPPORTUNITY FUND LTD.
CITADEL EQUITY OPPORTUNITY FUND L.P.

(a) Amount beneficially owned:

1,195,187 shares of Common Stock

\$7,500,000 in principal amount of the Company's 2¼% Convertible Subordinated Notes (convertible into 472,032 shares of Common Stock) (1)

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(b) Percent of Class:

Approximately 5.1% as of the date of this filing (based on 32,040,770 shares of Common Stock issued and outstanding as of February 14, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Notes referred to in item (a) above).

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

See item (a) above.

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See item (a) above.

(1) The securities reported herein include (i) 1,195,187 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") and (ii) 472,032 shares of Common Stock that the Reporting Persons may acquire in the future through the conversion of \$7,500,000 in principal amount of 2¼% Convertible Subordinated Notes which may be converted by the Reporting Persons at any time prior to and including April 15, 2008 into shares of the Common Stock at the conversion rate of 62.9376 shares per \$1,000 principal amount, subject to adjustment upon certain dilutive events.

Item 5 Ownership of Five Percent or Less of a Class:
 Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:
Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:
See Item 2 above.

Item 8 Identification and Classification of Members of the Group:
Not Applicable.

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Item 9 Notice of Dissolution of Group:
Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* Adam C. Cooper is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on November 19, 2002, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Form 3 for Metals USA, Inc.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 1st day of May, 2003

KENNETH GRIFFIN

By: /s/ Adam C. Cooper
Adam C. Cooper, attorney-in-fact*

CITADEL LIMITED PARTNERSHIP

CITADEL INVESTMENT GROUP, L.L.C.

By: GLB Partners, L.P.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

By: Citadel Investment Group, L.L.C.,
its General Partner

CITADEL EQUITY FUND LTD.

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

By: Citadel Limited Partnership,
its Portfolio Manager

GLB PARTNERS, L.P.

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

CITADEL WELLINGTON PARTNERS L.P.

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership,
its General Partner

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

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CITADEL EDISON FUND LTD.

CITADEL EDISON FUND L.P.

By: Citadel Limited Partnership,
its Portfolio Manager

By: Citadel Limited Partnership,
its General Partner

By: GLB Partners, L.P.,
its General Partner

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

CITADEL JACKSON INVESTMENT FUND LTD.

ARAGON INVESTMENTS, LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

CITADEL EDISON INVESTMENTS LTD.

CITADEL EQUITY OPPORTUNITY INVESTMENTS LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

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Adam C. Cooper, Senior Managing
Director and General Counsel

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CITADEL EQUITY OPPORTUNITY FUND LTD.

CITADEL EQUITY OPPORTUNITY FUND L.P.

By: Citadel Limited Partnership,
its Portfolio Manager

By: Citadel Limited Partnership,
its General Partner

By: GLB Partners, L.P.,
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Director and General Counsel

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