

PHOTRONICS INC
Form 4
February 15, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MACRICOSTAS CONSTANTINE S

(Last) (First) (Middle)

15 SECOR ROAD, P.O. BOX 5226

(Street)

BROOKFIELD, CT 06804

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PHOTRONICS INC [PLAB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
Common Stock	02/14/2005		A	4,000 A	\$ 0 263,696	D	
Common Stock					34,000 ⁽¹⁾	I	Owned by wife ⁽¹⁾
Common Stock					2,280,000 ⁽²⁾	I	Owned by Limited Partnership ⁽²⁾
Common Stock					50,618 ⁽³⁾	I	Owned by corporation ⁽³⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Row 1: Common Stock, \$ 16.65, 02/14/2005, A, 5,000, (4), 02/14/2015, Common Stock, 5,000.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Reporting Owner: MACRICOSTAS CONSTANTINE S, 15 SECOR ROAD, P.O. BOX 5226, BROOKFIELD, CT 06804. Relationships: Director, 10% Owner, Officer, Other. X is marked under 10% Owner.

Signatures

Edwin L. Lewis, Attorney-in-Fact for Constantine S. Macricostas, 02/15/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
(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.
Represents all of the shares held by a corporation of which Mr. Macricostas owns a significant interest. Mr. Macricostas disclaims
(3) 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.

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(4) The option becomes exercisable in four equal annual installments on February 14, 2006, 2007, 2008 and 2009.

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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