

PHOTRONICS INC
Form 5
December 13, 2011

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

15 SECOR ROAD

(Street)

BROOKFIELD, CT 06804

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
10/30/2011

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)
CEO & President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Amount (A) or (D) Price | | | |
| Common Stock | 08/26/2011 | Â | G | 1,000 D \$ 6.62 | 1,096,400 | I | Owned By Limited Partnership (1) |
| Common Stock | 08/26/2011 | Â | G | 1,000 D \$ 6.62 | 1,095,400 | I | Owned By Limited Partnership (1) |
| | 08/26/2011 | Â | G | 1,000 D | 1,094,400 | I | |

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| | | | | | | | | | |
|--------------|------------|---|---|----------------------|---|---------|-----------|---|-----------------------------------------|
| Common Stock | | | | | | \$ 6.62 | | | Owned By Limited Partnership <u>(1)</u> |
| Common Stock | 10/14/2011 | Â | J | 24,802 <u>(3)</u> | D | \$ 0 | 25,816 | I | Owned By Corporation <u>(2)</u> |
| Common Stock | 10/14/2011 | Â | J | 24,802 <u>(5)</u> | A | \$ 0 | 392,906 | D | Â |
| Common Stock | 10/14/2011 | Â | J | 10,124 <u>(3)</u> | D | \$ 0 | 15,692 | I | Owned By Corporation <u>(2)</u> |
| Common Stock | 10/14/2011 | Â | J | 10,124 <u>(3)</u> | D | \$ 0 | 5,568 | I | Owned By Corporation <u>(2)</u> |
| Common Stock | 10/14/2011 | Â | J | 1,094,400 <u>(6)</u> | D | \$ 0 | 0 | I | Owned By Limited Partnership <u>(1)</u> |
| Common Stock | 10/14/2011 | Â | J | 1,094,400 <u>(7)</u> | A | \$ 0 | 1,487,306 | D | Â |
| Common Stock | 10/14/2011 | Â | J | 5,568 <u>(3)</u> | D | \$ 0 | 0 | I | Owned By Corporation <u>(2)</u> |
| Common Stock | 10/14/2011 | Â | J | 5,568 <u>(5)</u> | A | \$ 0 | 34,568 | I | Owned By Wife <u>(4)</u> |

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)

| 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. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MACRICOSTAS CONSTANTINE S 15 SECOR ROAD BROOKFIELD, CT 06804 | X | ^ | ^ CEO & President | ^ |

Signatures

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

12/07/2011

__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) 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.
- (2) 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.
- (3) The shares represent the distribution of the assets to the shareholders of Macricostas Management, Inc. upon its dissolution.
- (4) Mr. Macricostas disclaims beneficial ownership of these shares.
- (5) The shares represent the reporting person's distribution of the assets of Macricostas Management, Inc. received upon its dissolution.
- (6) The shares represent the reporting person's distribution of the assets of Macricostas Partners L.P. upon its dissolution.
- (7) The shares represent the distribution of the assets received by the reporting person as the general partner of Macricostas Partners L.P. upon its dissolution.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.