

MACRICOSTAS CONSTANTINE S  
Form 4  
February 21, 2018

**FORM 4**

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

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).

**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)  
02/16/2018

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock                    | 02/16/2018                           |  | M                              |   | 200,000   | A \$ 4.42  | 692,575 D   |
| Common Stock                    | 02/16/2018                           |  | S                              |   | 200,000   | D \$ 7.75 (1)  | 492,575 D   |
| Common Stock                    | 02/20/2018                           |  | M                              |   | 25,000  | A \$ 4.42  | 517,575 D   |
| Common Stock                    | 02/20/2018                           |  | M                              |   | 112,500   | A \$ 6.71  | 630,075 D   |
| Common Stock                    | 02/20/2018                           |  | M                              |   | 62,500  | A \$ 6.32  | 692,575 D   |

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Common Stock      02/20/2018      S      200,000      D      \$ 7.7<sub>(1)</sub>      492,575      D

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

**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 control number.**      SEC 1474 (9-02)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount Number of Shares                            |
| Stock Options (Right to Buy)               | \$ 4.42  | 02/16/2018                           |  | M                              | 200,000   | 12/21/2013      12/21/2019                               | Common Stock      200,000                                     |
| Stock Options (Right to Buy)               | \$ 4.42  | 02/20/2018                           |  | M                              | 25,000  | 12/21/2013      12/21/2019                               | Common Stock      25,000                                      |
| Stock Options (Right to Buy)               | \$ 6.71  | 02/20/2018                           |  | M                              | 112,500   | 12/10/2014      12/10/2020                               | Common Stock      112,500                                     |
| Stock Options (Right to Buy)               | \$ 6.32  | 02/20/2018                           |  | M                              | 62,500  | 12/09/2015      12/09/2021                               | Common Stock      62,500                                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MACRICOSTAS CONSTANTINE S  
15 SECOR ROAD  
P.O. BOX 5226  
BROOKFIELD, CT 06804

## Signatures

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

02/21/2018

\_\_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).

This transaction was executed in multiple trades. The price reported above reflects the weighted average sale price. The reporting person (1) undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and the prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space 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.