

TYSON MITCHELL G  
Form 4  
July 11, 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 \*  
TYSON MITCHELL G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
15 SECOR ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2018

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

BROOKFIELD, CT 06804

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (D) or Price (A)   |  |                                   |
| Common Stock                    | 03/12/2018                           |  | S                              |   | 750 <sup>(1)</sup> / <sub>(2)</sub>   | D  | \$ 9 77,879 D                     |
| Common Stock                    | 03/12/2018                           |  | S                              |   | 750 <sup>(1)</sup> / <sub>(2)</sub>   | D  | \$ 9 77,129 D                     |
| Common Stock                    | 05/22/2018                           |  | S                              |   | 750 <sup>(1)</sup> / <sub>(2)</sub>   | D  | \$ 9.85 76,379 D                  |
| Common Stock                    | 05/22/2018                           |  | S                              |   | 750 <sup>(1)</sup> / <sub>(2)</sub>   | D  | \$ 9.85 75,629 D                  |
| Common Stock                    | 07/09/2018                           |  | M                              |   | 1,040   | A  | \$ 0.76 76,669 D                  |
|                                 | 07/09/2018                           |  | S                              |   |   | D  | 75,629 D                          |

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|              |            |  |   |                |      |      |        |   |
|--------------|------------|--|---|----------------|------|------|--------|---|
| Common Stock |            |  |   | 1,040          | \$   |      |        |   |
|              |            |  |   | <u>(1)</u>     | 8.55 |      |        |   |
| Common Stock | 07/09/2018 |  | S | 750 <u>(1)</u> | D    | \$ 9 | 74,879 | 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.**

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(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Options                | \$ 0.76  | 07/09/2018                           |  | M                              | 1,040   | 11/10/2012 11/10/2018                                    | Common Stock  | 1,040                         |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TYSON MITCHELL G<br>15 SECOR ROAD<br>BROOKFIELD, CT 06804 |               |           |         |       |

## Signatures

/s/ Richelle E. Burr, attorney-in-fact for Mitchell G. Tyson  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

07/11/2018  
 \_\_\_\_\_  
 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) The sale reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by Mr. Tyson.

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(2) Received notification of sale from broker on July 11, 2018.

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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