

PHOTRONICS INC  
Form 4  
December 19, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MARIS WILLEM D

(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. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2007

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 Ownership (Instr. 4)
Common Stock	12/18/2007		A	5,000 A	\$ 0 33,000	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)**

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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 Derivatives 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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARIS WILLEM D 15 SECOR ROAD BROOKFIELD, CT 06804	X			

## Signatures

/s/ Nicholas N. Colonese, attorney-in-fact for Willem D. Maris  
 \*\*Signature of Reporting Person  
 Date

## Explanation of Responses:

02/21/2018	Common Stock	2,290	\$ 0	D					
Employee Option to Buy	\$ 16.94	02/01/2018	M	3,425 (3)	02/21/2018	Common Stock	3,425	\$ 0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powlus Lee C PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Sr Ex VP & Chief Admin Officer	

## Signatures

/s/ Lee C.  
Powlus

02/01/2018

\*\*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).

(1) This transaction was executed in multiple trades at prices ranging from \$19.79 to \$19.80. The reported price reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, People's United Financial, Inc. or a shareholder of People's United Financial, Inc. full information regarding the number of shares and prices at which the transaction was effected.

(2) Includes 1,870 shares owned indirectly through the People's United Bank 401(k) Plan (including 17 shares acquired through dividend reinvestment) and 3,186 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 30 shares acquired through dividend reinvestment). Information is based on 12/31/2017 Plan statements.

(3) Exercisable in annual increments on 2/1/2010 (50%); 2/1/2011 (25%); and 2/1/2012 (25%).

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.

1. Title of Derivative Security  
(Instr. 3)2. Conversion or Exercise Price of Derivative Security3. 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)Code V(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhao Yang ONE TECH DRIVE STE 325 ANDOVER, MA 01810	X		Chief Executive Officer	

## Signatures

/s/ Patricia Niu,  
attorney-in-fact

08/26/2011

\*\*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) Shares sold from the Yang Zhao Children' Grantor Retained Annuity Trust. Sales made pursuant to a Rule 10(b)5-1 Plan adopted in August 2011.

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- Includes 131,175 shares of common stock held by the reporting person as trustee of the Yang Zhao Children' Grantor Retained Annuity Trust and 333,187 shares of common stock held by the reporting person as trustee of the Yang Zhao Grantor Retained Annuity Trust FBO Naifeng Yang.

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. LAPSE:COLLAPSE" BORDER="0" CELLPADDING="0" CELLSPACING="0" WIDTH="100%">\*Incorporated by reference to the Registrant's Registration Statement on Form 10, as amended (File No. 000-51515)

### Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective

amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of South San Francisco, State of California, on this 1st day of December, 2005.

CORE-MARK HOLDING COMPANY, INC.

By: /s/ J. MICHAEL WALSH

Name: J. Michael Walsh

Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of J. Michael Walsh or James E. Wall, or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, in connection with the Registrant's Registration Statement on Form S-8 under the Securities Act of 1933, including to sign the Registration Statement and any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully, to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. MICHAEL WALSH</u>	President, Chief Executive	December 1, 2005
J. Michael Walsh	Officer and Director (Principal Executive Officer)	
<u>/s/ JAMES E. WALL</u>	Senior Vice President,	December 1, 2005
James E. Wall	Treasurer and Chief Financial Officer (Principal Financial Officer)	
<u>/s/ GREGORY P. ANTHOLZNER</u>	Vice President - Finance and Control	December 1, 2005
Gregory P. Antholzner	(Principal Accounting Officer)	

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/s/ ROBERT ALLEN

Director

December 1, 2005

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Robert Allen

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ STUART W. BOOTH _____ Stuart W. Booth	Director	December 1, 2005
/s/ GARY F. COLTER _____ Gary F. Colter	Director	December 1, 2005
/s/ L. WILLIAM KRAUSE _____ L. William Krause	Director	December 1, 2005
/s/ HARVEY L. TEPNER _____ Harvey L. Tepner	Director	December 1, 2005
/s/ RANDOLPH I. THORNTON _____ Randolph I. Thornton	Director; Chairman of the Board	December 1, 2005

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1*	Certificate of Incorporation of Core-Mark Holding Company, Inc.
3.2*	Amended and Restated Bylaws of Core-Mark Holding Company, Inc.
4.1*	Form of Class 6(B) Warrant
5.1	Opinion of Weil, Gotshal & Manges (filed herewith)
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.2	Consent of Burr, Pilger & Mayer LLP (filed herewith)
23.3	Consent of Weil, Gotshal & Manges LLP (included in its opinion which appears as Exhibit 5 to this Registration Statement).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference).
99.1*	2004 Long-Term Incentive Plan
99.2*	2004 Directors Equity Incentive Plan
99.3*	2005 Long-Term Incentive Plan
99.4*	2005 Directors Equity Incentive Plan

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\* Incorporated by reference to the Registrant's Registration Statement on Form 10, as amended (File No. 000-51515)