PHOTRONICS INC Form SC 13G/A February 14, 2005

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

### SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

Photronics, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

719405102 (CUSIP Number)

December 31, 2004
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ]	Rule 13d-1(b)
[X]	Rule 13d-1(c)
[ ]	Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

<sup>\*</sup>The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

(however, see the Notes).

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1.	NAME OF REPORT		O. OF ABOVE PERSON		
	Citadel Limited Par				
2.			IF A MEMBER OF A GROUP		
				(a)	ý
				(b)	О
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PI		ANIZATION		
		5.	SOLE VOTING POWER  0		
	NUMBER OF SHARES	6.	SHARED VOTING POWER 258,876 shares of Common		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			\$40,750,000 in principal an	nount of the Con	npany s 2.25% Convertible nvertible into 2,564,506 shares of
	WITH	7.	SOLE DISPOSITIVE POWI	ER	
		8.	SHARED DISPOSITIVE PO See Row 6 above.	OWER	
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	IALLY OWNED BY EACH RI	EPORTING PER	SON
10.	CHECK BOX IF THI	E AGGREGATI	E AMOUNT IN ROW (9) EXCI	LUDES	
	CERTAIN SHARES				
11.	PERCENT OF CLAS	S REPRESENT	ED BY AMOUNT IN ROW (9)	)	
		plus the shares	of Common Stock issuable up		nmon Stock issued and outstanding as on of the 2.25% Convertible
12.	TYPE OF REPORTING PN; HC				

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<sup>1</sup> See footnote 1 in Item 4.

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1.	NAME OF REPORT S.S. OR I.R.S. IDEN		O. OF ABOVE PERSON		
	Citadel Investment		TE A MENUBER OF A CR	N.I.D.	
2.	CHECK THE APPRO	OPRIATE BOX	IF A MEMBER OF A GRO		T,
				(a)	У
3.	SEC USE ONLY			(b)	0
3.	SEC USE ONL I				
4.	CITIZENSHIP OR P Delaware limited lia				
	•	5.	SOLE VOTING POWE	R	
	NUMBER OF	6.	SHARED VOTING PO	WER	
	SHARES BENEFICIALLY OWNED BY		258,876 shares of Com	non Stock	
В			¢40.750.000 to	1 4 - 64b - C	2.25% C43.1.
	EACH	\$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008 (convertible into 2,564,506 share			
	REPORTING		Common Stock) 1	c 11p111 12, 2000 (co.	1, et able 11110 <b>2,</b> 20 1,200 shares of
	PERSON		<u> </u>		
	WITH	7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIV	E POWER	
	•		See Row 6 above.		
9.	AGGREGATE AMC <b>See Row 6 above.</b>	OUNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON
10.	CHECK BOX IF TH	E AGGREGAT	E AMOUNT IN ROW (9) E	XCLUDES	
	CERTAIN SHARES				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			V (9)	
		( CD	21 2004 (b 1 22 5)	00.514 -1	C4 - 1 ' 1 1 1'
					nmon Stock issued and outstanding as o on of the 2.25% Convertible
	Subordinated Notes			c apon the conversion	n of the 2.20 // Convertible
12.	TYPE OF REPORTI		,		
	OO; HC				

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<sup>1</sup> See footnote 1 in Item 4.

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Kenneth Griffin		TE A MENUBER OF A CR	NIID.	
2.	CHECK THE APPRO	OPRIATE BOX	IF A MEMBER OF A GRO		T.
				(a)	ý I
2	GEG LIGE ONLY			(b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PI U.S. Citizen	LACE OF ORG	ANIZATION	<u>.</u>	•
		5.	SOLE VOTING POWE	R	
		6.	SHARED VOTING PO	WER	
NUMBER OF					
RI	SHARES BENEFICIALLY		258,876 shares of Com	mon Stock	
	OWNED BY		\$40.750.000 in princip	al amount of the Con	nnany s 2 25% Convertible
	EACH	\$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares			
]	REPORTING		Common Stock) 1	1 1	, , , , , , , , , , , , , , , , , , ,
	PERSON				
	WITH	7.	SOLE DISPOSITIVE P	OWER	
		8.	SHARED DISPOSITIV	E POWER	
	_		See Row 6 above.		
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON
10.	CHECK BOX IF THI	E AGGREGAT	E AMOUNT IN ROW (9) I	EXCLUDES	
	CERTAIN SHARES				(
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (			W (9)	
	A 04 ole 0 000	ar of Dansark	21 2004 (based 22 7	00 514 shows of Com	
					nmon Stock issued and outstanding as of on of the 2.25% Convertible
	Subordinated Notes			e apon me conversio	
12.	TYPE OF REPORTI				
	IN; HC				

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<sup>1</sup> See footnote 1 in Item 4.

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1.	NAME OF REPORTI S.S. OR I.R.S. IDENT		O OF ABOVE PERS	SON			
	S.S. OK I.K.S. IDEIVI		O. OI ABOVETER	3011			
	Citadel Wellington I	LC					
2.	CHECK THE APPRO	PRIATE BOX	IF A MEMBER OF	A GROUP			
					(a)	ý	
					(b)	О	
3.	SEC USE ONLY						
4.	CITIZENSHIP OR PI	LACE OF ORGA	ANIZATION		•	•	
	Delaware limited lial	bility company					
		5.	SOLE VOTING F	POWER			
N	UMBER OF	6.	6. SHARED VOTING POWER				
SHARES BENEFICIALLY			258,876 shares of	Common Stock	k		
	OWNED BY		\$40.750.000 in pr	incipal amount	of the Com	pany s 2.25% Convertible	
	EACH	Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares of					
R	EPORTING		Common Stock)			, ,	
	PERSON						
	WITH	7.	SOLE DISPOSIT	IVE POWER			
		8.	SHARED DISPO		₹		
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC			TING PERS	SON	
10.	CHECK BOX IF THE	E AGGREGATE	E AMOUNT IN ROV	V (9) EXCLUDE	ES		
	CERTAIN SHARES						О
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			N ROW (9)			
						a	
						mon Stock issued and outstanding	as of
	Subordinated Notes			ssuable upon th	e conversion	n of the 2.25% Convertible	
12.	TYPE OF REPORTIN		tow o above).				
12.	OO; HC	NO PERSON					
	00,110						

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<sup>1</sup> See footnote 1 in Item 4.

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1	I. NAME OF REPORT		O. OF ABOVE PERSON			
	5.5. OK I.K.5. IDEN	THICKION	O. OF ADOVE LEASON			
	Citadel Kensington					
2	2. CHECK THE APPR	OPRIATE BOX	IF A MEMBER OF A GROU	P		
				(a)	ý	
				(b)	0	
3	3. SEC USE ONLY					
4	4. CITIZENSHIP OR I Bermuda company	PLACE OF ORG	ANIZATION			
		5.	SOLE VOTING POWER 0			
	NUMBER OF	6.	6. SHARED VOTING POWER			
	SHARES		258,876 shares of Commo	on Stock		
	BENEFICIALLY					
	OWNED BY EACH		\$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares			
	REPORTING		Common Stock) <sup>1</sup>	April 15, 2008 (coi	ivertible into 2,564,506 shares of	
	PERSON		Common Stock)			
	WITH	7.	SOLE DISPOSITIVE POV	VER		
			0			
		8.	SHARED DISPOSITIVE	POWER		
	T T T T T T T T T T T T T T T T T T T		See Row 6 above.			
ç	9. AGGREGATE AMO See Row 6 above.	OUNT BENEFIC	CIALLY OWNED BY EACH	REPORTING PER	SON	
1	0. CHECK BOX IF TH	IE AGGREGAT	E AMOUNT IN ROW (9) EX	CLUDES		
	CERTAIN SHARES	3			C	
1	1. PERCENT OF CLA	SS REPRESENT	TED BY AMOUNT IN ROW	(9)		
	Approximately 8.0°	% as of Decemb	er 31, 2004 (based on 32,720,	514 shares of Con	nmon Stock issued and outstanding as of	
			of Common Stock issuable i			
	Subordinated Notes					
1	2. TYPE OF REPORT	ING PERSON				
	со; нс					

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<sup>1</sup> See footnote 1 in Item 4.

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1.	NAME OF REPORTI S.S. OR I.R.S. IDENT		O. OF ABOVE PERSON			
	Citadel Equity Fund					
2.	CHECK THE APPRO	PRIATE BOX	IF A MEMBER OF A GRO	ī		
				(a)	ý	
				(b)	О	
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PI Cayman Islands com		ANIZATION	•		
		5.	SOLE VOTING POWER	₹		
N	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		SHARED VOTING POV	VER		
			258,876 shares of Comr	non Stock		
				amount of the Company s 2.25% Convertible April 15, 2008 (convertible into 2,564,506 shares of		
(						
R	EPORTING		Common Stock) 1	e April 15, 2008 (col	nvertible into 2,504,506 shares of	
-	PERSON		Common Stock)			
	WITH	7.	SOLE DISPOSITIVE PO	OWER		
			0			
		8. SHARED DISPOSITIVE POWER				
	1		See Row 6 above.			
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EACI	H REPORTING PER	SON	
10.	CHECK BOX IF THE	E AGGREGAT	E AMOUNT IN ROW (9) E	XCLUDES		
	CERTAIN SHARES				0	
11.	PERCENT OF CLAS	S REPRESENT	TED BY AMOUNT IN ROV	V (9)		
		45	21 2001 (1 1 22 52	0.514.1		
					nmon Stock issued and outstanding as of on of the 2.25% Convertible	
	Subordinated Notes			upon the conversion	on of the 2.25 % Convertible	
12.	TYPE OF REPORTIN		icon o aboreji			
12.	CO; HC	.c.i Engon				

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<sup>1</sup> See footnote 1 in Item 4.

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		O OF ABOVE PERS	SON			
		O. OI ABOVETER	5011			
CHECK THE APPRO	PRIATE BOX	IF A MEMBER OF .	A GROUP			
				(a)	ý	
				(b)	o	
SEC USE ONLY						
		ANIZATION				
	5.	SOLE VOTING F	POWER			
NUMBER OF SHARES BENEFICIALLY OWNED BY		SHARED VOTIN	IG POWER			
		258,876 shares of	Common Stock	K		
		\$40,750,000 in principal amount of the Company s				
EACH						
		Common Stock)	1			
WIIH	7.	SOLE DISPOSIT	IVE POWER			
	8.			2		
AGGREGATE AMOU See Row 6 above.	JNT BENEFIC	_		TING PERS	SON	
CHECK BOX IF THE	AGGREGATI	E AMOUNT IN ROV	V (9) EXCLUDE	ES		
CERTAIN SHARES						0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
Approximately 8.0%	as of Decembe	er 31, 2004 (based o	n 32.720.514 sha	res of Com	mon Stock issued and outstandin	g as of
TYPE OF REPORTIN	G PERSON					
CO						
	Citadel Credit Tradia CHECK THE APPRO  SEC USE ONLY  CITIZENSHIP OR PL Cayman Islands com  UMBER OF SHARES NEFICIALLY OWNED BY EACH EPORTING PERSON WITH  AGGREGATE AMOU See Row 6 above. CHECK BOX IF THE CERTAIN SHARES PERCENT OF CLASS Approximately 8.0% December 31, 2004, p Subordinated Notes r TYPE OF REPORTIN	Citadel Credit Trading Ltd.  CHECK THE APPROPRIATE BOX  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORG Cayman Islands company  5.  6.  UMBER OF SHARES NEFICIALLY DWNED BY EACH EPORTING PERSON WITH  7.  8.  AGGREGATE AMOUNT BENEFIC See Row 6 above.  CHECK BOX IF THE AGGREGATI CERTAIN SHARES PERCENT OF CLASS REPRESENT Approximately 8.0% as of December 31, 2004, plus the shares Subordinated Notes referred to in HTYPE OF REPORTING PERSON	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  UMBER OF SHARES NEFICIALLY WNED BY EACH EPORTING PERSON WITH 7. SOLE DISPOSIT. 0  8. SHARED DISPOSIT. 0  9. SEE ROW 6 above. 1  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 1  Approximately 8.0% as of December 31, 2004 (based on December 31, 2004, plus the shares of Common Stock is Subordinated Notes referred to in Row 6 above). TYPE OF REPORTING PERSON	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Citadel Credit Trading Ltd.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands company  5. SOLE VOTING POWER  0. SHARED VOTING POWER  10. SHARED VOTING POWER  10. SHARED VOTING POWER  11. SOLE DISPOSITIVE POWER  12. SOLE DISPOSITIVE POWER  13. SHARED DISPOSITIVE POWER  14. SOLE DISPOSITIVE POWER  15. SOLE DISPOSITIVE POWER  16. SHARED DISPOSITIVE POWER  17. SOLE DISPOSITIVE POWER  18. SHARED DISPOSITIVE POWER  18. SHARED DISPOSITIVE POWER  19. SOLE DISPOSITIVE POWER  19. SOLE DISPOSITIVE POWER  10. SHARED DISPOSITIVE POWER  11. SOLE DISPOSITIVE POWER  12. SOLE DISPOSITIVE POWER  13. SHARED DISPOSITIVE POWER  14. SOLE DISPOSITIVE POWER  15. SOLE DISPOSITIVE POWER  16. SHARED DISPOSITIVE POWER  17. SOLE DISPOSITIVE POWER  18. SHARED DISPOSITIVE POWER  19. SHARED DISPOSITIVE POWER  10. SHARED DISPOSITIVE POWER	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Citadel Credit Trading Ltd.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  (b)  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands company  5. SOLE VOTING POWER  0  6. SHARED VOTING POWER  10  6. SHARED VOTING POWER  10  258,876 shares of Common Stock  NEFICIALLY  WINED BY EACH EPORTING PERSON WITH  7. SOLE DISPOSITIVE POWER  10  8. SHARED DISPOSITIVE POWER  10  11  12  13  14  15  15  16  16  17  17  18  18  18  18  18  18  18  18	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Citadel Credit Trading Ltd.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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<sup>1</sup> See footnote 1 in Item 4.

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1.	NAME OF REPORT		O OF AROVE PERSON			
			o. or ribover endor			
2.			IF A MEMBER OF A GR	OUP		_
				(a)	ý	_
				(b)	0	_
3.	SEC USE ONLY					
4.	CITIZENSHIP OR P Cayman Islands con		ANIZATION		·	
		5.	SOLE VOTING POWE	R		ond outstanding as of
-	NUMBER OF	6.	SHARED VOTING PO	WER		
В	S.S. OR I.R.S. IDEN  Citadel Credit Pro  CHECK THE APPE  3. SEC USE ONLY  4. CITIZENSHIP OR Cayman Islands co  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9. AGGREGATE AM See Row 6 above.  10. CHECK BOX IF TI  CERTAIN SHARES  11. PERCENT OF CLA  Approximately 8.0 December 31, 2004 Subordinated Note		Subordinated Notes du Common Stock) <sup>1</sup>	al amount of the Conne April 15, 2008 (con	npany s 2.25% Convertible nvertible into 2,564,506 shares of	
	WIII	7.	SOLE DISPOSITIVE P	OWER		
		8.	SHARED DISPOSITIV See Row 6 above.	E POWER		
9.		OUNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON	
10.	CHECK BOX IF TH	E AGGREGAT	E AMOUNT IN ROW (9) I	EXCLUDES		
	CERTAIN SHARES					outstanding as of
11.	PERCENT OF CLAS	S REPRESENT	TED BY AMOUNT IN RO	W (9)		
		plus the shares	of Common Stock issuab		nmon Stock issued and outstanding as on of the 2.25% Convertible	f
12.	TYPE OF REPORTI	NG PERSON				

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<sup>1</sup> See footnote 1 in Item 4.

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1.	NAME OF REPORTING S.S. OR I.R.S. IDENT		O. OF ABOVE PERS	SON		
	Aragon Investments,	Ltd.				
2.	CHECK THE APPRO		IF A MEMBER OF	A GROUP		
2.	CHECK THE THICKS	THE BOTE	II TI WEWELL OF T	ronoer	(a)	ý
					(b)	0
3.	SEC USE ONLY				(-)	
4.	CITIZENSHIP OR PL Bermuda company	ACE OF ORG	ANIZATION		•	•
		5.	SOLE VOTING F	POWER		
	NUMBER OF SHARES BENEFICIALLY		SHARED VOTIN  258,876 shares of		<b>C</b>	
C	NEFICIALLY DWNED BY EACH EPORTING PERSON			tes due April 15		npany s 2.25% Convertible nvertible into 2,564,506 shares of
	WITH	7.	SOLE DISPOSIT	IVE POWER		
		8.	SHARED DISPOS See Row 6 above			
9.	AGGREGATE AMOU See Row 6 above.	INT BENEFIC	TALLY OWNED BY	EACH REPOR	TING PER	SON
10.	CHECK BOX IF THE	AGGREGATI	E AMOUNT IN ROV	V (9) EXCLUDE	S	
	CERTAIN SHARES					C
11.	PERCENT OF CLASS	REPRESENT	ED BY AMOUNT I	N ROW (9)		
		lus the shares	of Common Stock is			nmon Stock issued and outstanding as of n of the 2.25% Convertible
12.	TYPE OF REPORTIN		tow o above).			
14.	CO; BD	OIEKSON				
	,					

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<sup>1</sup> See footnote 1 in Item 4.

CUSIP NO. 719405102		13G	Page 11 of 17 Pages				
Item 1(a)	Name of Issuer: PH	OTRONICS, INC.					
1(b)	Address of Issuer s l	Principal Executive Offices:					
	15 Secor Road Brookfield, CT 0680	94					
Item 2(a) Item 2(b) Item 2(c)	Name of Person Filing Address of Principal Business Office Citizenship						
Citadel Limite	d Partnership						
131 S. Dearbo	rn Street						
32nd Floor							
Chicago, Illino	ois 60603						
Illinois limited	partnership						
Citadel Investi	nent Group, L.L.C.						
131 S. Dearbo	rn Street						
32nd Floor							
Chicago, Illino	ois 60603						
Delaware limit	ted liability company						
Kenneth Griffi	n						
131 S. Dearbo	rn Street						
32nd Floor							
Chicago, Illino	pis 60603						
U.S. Citizen							

Citadel Wellington LLC

c/o Chadei investment Group, L.L.C.
131 S. Dearborn Street
32nd Floor
Chicago, Illinois 60603
Delaware limited liability company

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Citadel Kensington Global Strategies Fund Ltd.		
c/o Citadel Investment Group, L.L.C.		
131 S. Dearborn Street		
32nd Floor		
Chicago, Illinois 60603		
Bermuda company		
Citadel Equity Fund Ltd.		
c/o Citadel Investment Group, L.L.C.		
131 S. Dearborn Street		
32nd Floor		
Chicago, Illinois 60603		
Cayman Islands company		
Citadel Credit Trading Ltd.		
c/o Citadel Investment Group, L.L.C.		
131 S. Dearborn Street		
32nd Floor		
Chicago, Illinois 60603		
Cayman Islands company		
Citadel Credit Products Ltd.		
c/o Citadel Investment Group, L.L.C.		
131 S. Dearborn Street		

32nd Floor

Chicago, Illinois 60603

Cayman Islands company

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CUSIP	NO. 719405102		13G	Page 13 of 17 Pages
Aragon Inves	stments, Ltd.			
c/o Citadel	Investment Grou	ıp, L.L	.C.	
131 S. Dearb	orn Street			
Chicago, Illir	nois 60603			
Bermuda con	npany			
2(d)	Title of Class of Se	ecurities	:	
	Common Stock, p	ar valu	e \$0.01 per share	
2(e)	CUSIP Number:		719405102	
Item 3	If this statement is	filed pu	rsuant to Rules 13d-1(b), or 13d-2(b) or (c), check when the state of	nether the person filing is a:
	(a)	[_]	Broker or dealer registered under Section 15 of the	Exchange Act;
	(b)	[_]	Bank as defined in Section 3(a)(6) of the Exchange	Act;
	(c)	[_]	Insurance company as defined in Section 3(a)(19) o	f the Exchange Act;
	(d)	[_]	Investment company registered under Section 8 of t	he Investment Company Act;
	(e)	[_]	An investment adviser in accordance with Rule 13d	-1(b)(1)(ii)(E);
	(f)	[_]	An employee benefit plan or endowment fund in ac	cordance with Rule 13d-1(b)(1)(ii)(F);
	(g)	[_]	A parent holding company or control person in acco	ordance with Rule 13d-1(b)(1)(ii)(G);
	(h)	[_]	A savings association as defined in Section 3(b) of	the Federal Deposit Insurance Act;
	(i)	[_]	A church plan that is excluded from the definition of the Investment Company Act;	f an investment company under Section 3(c)(14)
	(j)	[_]	Group, in accordance with Rule 13d-1(b)(1)(ii)(J).	
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CUSIP NO. 719405102	13G	Page 14 of 17 Pages	
If this statement is filed pursuant to F	ule 13d-1(c), check this box. :ý		
Item 4	Ownership:		
CITADEL LIMITED PARTNERS			
CITADEL INVESTMENT GROU	P, L.L.C.		
KENNETH GRIFFIN			
CITADEL WELLINGTON LLC			
CITADEL KENSINGTON GLOB.	AL STRATEGIES FUND LTD.		
CITADEL EQUITY FUND LTD.			
CITADEL CREDIT TRADING LT	TD.		
CITADEL CREDIT PRODUCTS	LTD.		
ARAGON INVESTMENTS, LTD.			
(a) Amount ben	eficially owned:		
258,876 shares of Common Stock			
\$40,750,000 in principal amount of the Common Stock) /1/	ne Company s 2.25% Convertible Subordinate	ted Notes due April 15, 2008 (convertible into	2,564,506 sh
(b) Percent of C	ass:		

Approximately 8.0% as of December 31, 2004 (based on 32,720,514 shares of Common Stock issued and outstanding as of December 31, 2004, plus the shares of Common Stock issuable upon the conversion of the 2.25% Convertible Subordinated Notes referred to in Item 4(a) above).

(c)	Number of shares as to which such person has:			
(i)	sole power to vote or to direct the vote:			
0				
(ii)	shared power to vote or to direct the vote:			
See Item 4(a) above.				
(iii)	sole power to dispose or to direct the disposition of:			
0				
(iv)	shared power to dispose or to direct the disposition of:			
See Item 4(a) above.				
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(1) The securities reported herein include (i) 258,876 shares of Common Stock and (ii) 2,564,506 shares of Common Stock that the Reporting Persons may acquire in the future through the conversion of \$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008, which may be converted by the Reporting Persons at any time prior to and including April 15, 2008 into shares of Common Stock at an initial conversion price of \$15.89 per share, subject to adjustment upon certain events.							
Item 5  Not Applicable.		Ownership of Five Percent or Le	ess of a Class:				
Item 6  Not Applicable.		Ownership of More than Five Pe	ercent on Behalf of Another Person:				
Item 7 Being Reporte See Item 2 above	•	Identification and Classification ent Holding Company:	of the Subsidiary which Acquired t	he Security			
Item 8  Not Applicable.		Identification and Classification	of Members of the Group:				
Item 9  Not Applicable.		Notice of Dissolution of Group:					
Item 10		Certification:					

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in

connection with or as a participant in any transaction having that purpose or effect.

This Schedule 13G/A is being filed solely to make certain corrective changes to the Reporting Persons party to the Schedule 13G/A filed on February 9, 2005, reflecting internal organization changes made within the reporting group on or prior to December 31, 2004.

\* Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 14th day of February, 2005

#### KENNETH GRIFFIN

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, attorney-in-fact\*

#### CITADEL LIMITED PARTNERSHIP

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

By: /s/ Matthew B. Hinerfeld

CITADEL INVESTMENT GROUP, L.L.C.

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### CITADEL CREDIT PRODUCTS LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

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#### CITADEL WELLINGTON LLC

By: Citadel Limited Partnership,

its Managing Member

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

# CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### CITADEL CREDIT TRADING LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

### CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

### ARAGON INVESTMENTS, LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

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