FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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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)

	I		_ 1: -				Ta = 1		_				
Name and Address of Reporting Person*	2. Issuer Nam	e and Tickler or	Trading Syr	nbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
							X Director		10% Owner				
Del Rosario, Daniel		Photro	onics Inc	0	PLAB)	X Officer (give title below) Other (specify below)							
	Photronics, Inc. (PLAB)						Chief Executive Officer						
(Last) (First) (Middle)		ification Numbe erson, if an entit		N	tatement for Month/Day/Year	2002	7. Individual or Joint/Group Filing (Check Applicable Line)						
1061 East Indiantown Road					December 9, 2 f Amendment.	2002	X Form filed by One Reporting Person						
	_				Date of Original								
(Street)					Month/Day/Year)		Form filed by More than One Reporting Person						
Jupiter, Florida 33477													
(City) (State) (Zip)			Table I	34 N	on-Derivative Sec	urities Ac	quired, Dispos	ed of, or Beneficially O	wned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr.8)		4. Securities Acqu or Disposed of ((Instr. 3, 4 and 5	(D)		5. Amount of Securities Beneficially Owned Following Reported	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship			
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)					
	-			_									
	-		-	_					+	-			
										1			
			1		l	1	<u> </u>	<u> </u>	1	1			

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

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

(Over) SEC 1474 (9-02)

FORM 4 (continued)	Table II 34 Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Unit of Execution Code (Instr. 8) Deamed Execution Code (Instr. 8) Date, if (Month/ Day/ Execution Code (Instr. 8) Execution Code (Instr. 8) Posed of (D) (Instr. 3, 4 and Code (Instr. 3, 4 and C		5. Number of De- ative Securities quired (A) or I posed of (D) (Instr. 3, 4 and	s Ac- Dis-	v- 6. Date Exer- Ac- cisable and is- Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of deriv- of of deriv- ative secur- ity Bene- (Instr. ficially 5) Owned Follow-	10. Owner-ship Form of Deri- vative Security: Direct (D) or Indirect	11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4)		
Stock Option (right to buy)	\$12.930	12/9/02	Year)	Code	v	(A) 30,000	(D)	Date Exer- cisable	Expira- tion Date	Title Common Stock	Amount or Number of Shares		ing Reported Trans- action(s) (Instr. 4)	(I) (Instr. 4)	
Stock Option (right to buy)	\$12.930	12/9/02		A		30,000			12/9/12	Common Stock	30,000		30,000	(D)	

Explanation of Responses:

(1) The option vests in equal installments as follows: one-third on the grant date specified in Column 3; one-third on the first anniversary of the grant date; one-third on the second anniversary of the grant date.

В	v· /s/ Daniel Del Rosario	December 10, 2002
D١	y: /s/ Daillei Dei Rosailo	December 10, 2002

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

**Signature of Reporting Person

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Date