

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>YOMAZZO MICHAEL J</u> (Last) (First) (Middle) 15 SECOR ROAD PO BOX 5226 (Street) BROOKFIELD CT 06804 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PHOTRONICS INC [PLAB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	08/22/2003		M		70,000	A	\$12.5	87,123	D	
Common Stock	08/22/2003		M		5,000	A	\$11	92,123	D	
Common Stock	08/22/2003		S		26,600	D	\$23.7	65,523	D	
Common Stock	08/22/2003		S		6,390	D	\$24	59,133	D	
Common Stock	08/22/2003		S		300	D	\$23.6	58,833	D	
Common Stock	08/22/2003		S		200	D	\$23.62	58,633	D	
Common Stock	08/22/2003		S		500	D	\$23.59	58,133	D	
Common Stock	08/22/2003		S		200	D	\$23.56	57,933	D	
Common Stock	08/22/2003		S		5,010	D	\$23.55	52,923	D	
Common Stock	08/22/2003		S		100	D	\$23.58	52,823	D	
Common Stock	08/22/2003		S		400	D	\$23.53	52,423	D	
Common Stock	08/22/2003		S		5,100	D	\$23.5	47,323	D	
Common Stock	08/22/2003		S		6,800	D	\$24.15	40,523	D	
Common Stock	08/22/2003		S		2,000	D	\$24.24	38,523	D	
Common Stock	08/22/2003		S		3,000	D	\$24.1	35,523	D	
Common Stock	08/22/2003		S		700	D	\$23.85	34,823	D	
Common Stock	08/22/2003		S		2,010	D	\$23.75	32,813	D	
Common Stock	08/22/2003		S		300	D	\$23.8	32,513	D	
Common Stock	08/22/2003		S		100	D	\$23.82	32,413	D	
Common Stock	08/22/2003		S		1,690	D	\$23.86	30,723	D	
Common Stock	08/22/2003		S		200	D	\$23.83	30,523	D	
Common Stock	08/22/2003		S		5,000	D	\$23.6	25,523	D	
Common Stock	08/22/2003		S		5,000	D	\$23.66	20,523	D	
Common Stock	08/22/2003		S		1,000	D	\$23.74	19,523	D	
Common Stock	08/22/2003		S		1,100	D	\$23.71	18,423	D	
Common Stock	08/22/2003		S		500	D	\$23.712	17,923	D	
Common Stock	08/22/2003		S		700	D	\$23.72	17,223	D	
Common Stock	08/22/2003		S		100	D	\$23.73	17,123	D	

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	(A) or (D)	Price			
Common Stock								46,000	I ⁽¹⁾	Owned by wife
Common Stock								86,000	I ⁽²⁾	Owned by Limited Partnership

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Mr. Yomazzo disclaims beneficial ownership of these shares.

2. Represents all of the shares held by a limited partnership of which Mr. Yomazzo is a general partner and owns limited partnership interests. Mr. Yomazzo disclaims ownership of those shares not represented by his general or limited partnership interests.

Sean T. Smith

08/25/2003

** Signature of Reporting Person

Date

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).

** 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.

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 Number.