

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Progler Christopher J</u>	2. Date of Event Requiring Statement (Month/Day/Year) 06/21/2006	3. Issuer Name and Ticker or Trading Symbol <u>PHOTRONICS INC [ PLAB ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Chief Technology Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>15 SECOR ROAD</u>			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
(Street) <u>BROOKFIELD CT 06804</u>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>30,300<sup>(1)</sup></u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Options (Right to Buy)</u>	<u>(2)</u>	<u>12/03/2011</u>	<u>Common Stock</u>	<u>12,500</u>	<u>26.95</u>	<u>D</u>
<u>Stock Options (Right to Buy)</u>	<u>(3)</u>	<u>07/10/2012</u>	<u>Common Stock</u>	<u>3,750</u>	<u>15.9</u>	<u>D</u>
<u>Stock Options (Right to Buy)</u>	<u>(4)</u>	<u>12/09/2012</u>	<u>Common Stock</u>	<u>2,368</u>	<u>12.93</u>	<u>D</u>
<u>Stock Options (Right to Buy)</u>	<u>(5)</u>	<u>01/17/2015</u>	<u>Common Stock</u>	<u>35,000</u>	<u>14.56</u>	<u>D</u>
<u>Stock Options (Right to Buy)</u>	<u>(6)</u>	<u>06/02/2016</u>	<u>Common Stock</u>	<u>80,000</u>	<u>17.02</u>	<u>D</u>

## Explanation of Responses:

- Includes 30,000 shares of Restricted Stock.
- The options became exercisable in four equal annual installments commencing on December 3, 2002.
- The options became exercisable in four equal annual installments commencing July 10, 2003.
- The options became exercisable in three equal annual installments commencing December 9, 2002.
- The options became exercisable in full on July 1, 2005.
- The options become exercisable in four equal annual installments commencing June 2, 2007.

Edwin L. Lewis, Attorney-in-Fact for Christopher J. Progler 06/23/2006

\*\* 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 5 (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.

POWER OF ATTORNEY

For Executing Forms 3, 4 and 5

Know all by these presents, that the undersigned hereby constitutes and appoints each of **Edwin L. Lewis, Sean T. Smith and Nick Colonese**, signing singly, his/her true and lawful attorney-in-fact to:

- (1) Execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed this 14th day of June, 2006.

/s/ Christopher J. Progler  
Signature

Christopher J. Progler  
Print Name