

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

[] 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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person* <p align="center">Hickey, James Gregory</p> <p align="center">(Last) (First) (Middle)</p> <p align="center">1061 East Indiantown Road</p> <p align="center">(Street)</p> <p align="center">Jupiter, Florida 33477</p> <p align="center">(City) (State) (Zip)</p>			2. Issuer Name and Ticker or Trading Symbol <p align="center">Photronics, Inc. (PLAB)</p>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
							<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <p align="center">September 27, 2002</p>		<input checked="" type="checkbox"/> Officer (give title below) <p align="center">Vice President and Treasurer</p>		7. Individual or Joint/Group Filing (Check Applicable Line)	
							<input checked="" type="checkbox"/> Form filed by One Reporting Person			
Table I ¼ 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)
Common Stock	9/27/02		P	V	3,000	(A)	(1)	3,672	(D)	

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).

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SEC 1474 (9-02)

FORM 4 (continued)	Table II ¾ 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 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)

Explanation of Responses:
(1) Of the 3,000 shares purchased on September 27, 2002, the Reporting Person purchased 2,000 shares at \$10.55 and 1,000 shares at \$10.556.

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

By: James Gregory Hickey
**Signature of Reporting Person

September 30, 2002
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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