

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* SMITH SEAN T (Last) (First) (Middle) 15 SECOR ROAD (Street) BROOKFIELD CT 06804 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PHOTRONICS INC [PLAB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2009	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/24/2010	02/24/2010	x		16,250	A	\$0.76	74,401	D	
Common Stock	02/24/2010	02/24/2010	s		500	D	\$4.43	73,901	D	
Common Stock	02/24/2010	02/24/2010	s		1,000	D	\$4.45	72,901	D	
Common Stock	02/24/2010	02/24/2010	s		668	D	\$4.4515	72,233	D	
Common Stock	02/24/2010	02/24/2010	s		900	D	\$4.4617	71,333	D	
Common Stock	02/24/2010	02/24/2010	s		100	D	\$4.465	71,233	D	
Common Stock	02/24/2010	02/24/2010	s		1,000	D	\$4.469	70,233	D	
Common Stock	02/24/2010	02/24/2010	s		700	D	\$4.47	69,533	D	
Common Stock	02/24/2010	02/24/2010	s		200	D	\$4.4775	69,333	D	
Common Stock	02/24/2010	02/24/2010	s		300	D	\$4.4783	69,033	D	
Common Stock	02/24/2010	02/24/2010	s		800	D	\$4.4787	68,233	D	
Common Stock	02/24/2010	02/24/2010	s		1,800	D	\$4.4784	66,433	D	
Common Stock	02/24/2010	02/24/2010	s		500	D	\$4.482	65,933	D	
Common Stock	02/24/2010	02/24/2010	s		100	D	\$4.482	65,833	D	
Common Stock	02/24/2010	02/24/2010	s		200	D	\$4.4925	65,633	D	
Common Stock	02/24/2010	02/24/2010	s		500	D	\$4.499	65,133	D	
Common Stock	02/24/2010	02/24/2010	s		700	D	\$4.5121	64,433	D	
Common Stock	02/24/2010	02/24/2010	s		800	D	\$4.52	63,633	D	
Common Stock	02/24/2010	02/24/2010	s		100	D	\$4.523	63,533	D	
Common Stock	02/24/2010	02/24/2010	s		200	D	\$4.525	63,333	D	
Common Stock	02/24/2010	02/24/2010	s		500	D	\$4.54	62,833	D	
Common Stock	02/24/2010	02/24/2010	s		900	D	\$4.5483	61,933	D	
Common Stock	02/24/2010	02/24/2010	s		2,500	D	\$4.56	59,433	D	
Common Stock	02/24/2010	02/24/2010	s		500	D	\$4.565	58,933	D	
Common Stock	02/24/2010	02/24/2010	s		782	D	\$4.57	58,151	D	

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)
--	--	--------------------------------------	--	--------------------------------	--	--	---	--	--	---	--

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. Code	V	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)
						(A)	(D)	Date Exercisable	Expiration Date					
Stock Options (Right to Buy)	\$0.76	02/24/2010	02/24/2010	X		16,250		11/10/2009	11/10/2018	Common Stock	\$0	48,750	D	

Explanation of Responses:

/s/ Nicholas N. Colonese, 02/24/2010
 Attorney-in-Fact for Mr. Smith

** 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.