THIS DOCUMENT CONSISTS OF 3 PAGES THERE IS NO EXHIBIT INDEX

Registration No. 33-17405

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

<u>,</u>

POST-EFFECTIVE AMENDMENT NO. 1

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PHOTRONICS, INC. (Exact name of registrant as specified in its charter)

CONNECTICUT
(State or other jurisdiction of incorporation or organization)

06-0854886 (I.R.S. Employer Identification No.)

1061 East Indiantown Road
Jupiter, Florida 33477
(Address of Principal Executive Offices) (Zip Code)

PHOTRONICS, INC. 1986 STOCK OPTION PLAN (Full titles of plans)

JEFFREY P. MOONAN, ESQ.
Senior Vice President, General Counsel
PHOTRONICS, INC.
1061 East Indiantown Road
Jupiter, Florida 33477
(Name and address of agent for service)

(561) 745-1222 (Telephone number, including area code, of agent for service)

DE-REGISTRATION OF SHARES OF COMMON STOCK

On October 13, 1987, Registrant's Registration Statement on Form S-8 (Registration No. 33-17405) under the Securities Act of 1933, as amended, became effective. The Registration Statement related to 180,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), offered pursuant to the Registrant's 1986 Incentive Stock Option Plan. As a result of subsequent stock splits, the originally registered 180,000 shares equated to 540,000 shares of common stock. The offering has now terminated. Of the total number of the as adjusted 540,000 shares of Common Stock registered, an as adjusted 525,600 shares of Common Stock were purchased by employees of the Registrant.

Accordingly, Registrant hereby de-registers the remaining unsold shares of Common Stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Brookfield, State of Connecticut on October 19, 1998.

PHOTRONICS, INC.

By: ___MICHAEL J. YOMAZZO_____ Michael J. Yomazzo President/Chief Executive Officer Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

_CONSTANTINE S.	MACRICOSTAS_0	Chairman of the Boar	d October	19,	1998
Constantine S.	Macricostas	and Director			

**	President, Chief	October 19, 1998
Michael J. Yomazzo	Executive Officer	,
	and Director	

_ROBERT J.	B0LL0	_Vice President/	0ctober	19,	1998
Robert J.	Bollo	Finance and Chief			
		Financial Officer			
		(Principal Financial a	ınd		
		Accounting Officer)			

Walter M. Fiederowicz	Director	October 19, 1998
Joseph A. Fiorita, Jr.	Director	October 19, 1998

	Director	October 19, 1998
Yukio Tagawa		,

*By:_CONSTANTINE S. MACRICOSTAS_ Constantine S. Macricostas as Attorney-In-Fact

October 19, 1998

FORMS\S8-1098/p