FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-028							
Estimated average b	ourden							

0.5

hours per response:

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

											01 1940							
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol PHOTRONICS INC [ PLAB ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
FIEDEROWICZ WALTER M			1	0 1 1	1011	100			]				X Dir	ector	10%	Owner		
ast) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 04/11/2018												(specify		
CFIELD CT 06804				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								ne) X Fo Fo	ividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(5	tate)	(Zip)																
	Tab	le I - No	on-Deriv	ative	Sec	uritie	s Ac	quired	l, Dis	sposed o	f, or	Ben	eficia	lly Owi	ned			
Date					Execution Date,		Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr.			A) or , 4 and	5) Secu Bend Own	rities eficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
							Code	v	Amount	(A) or (D) Prio		Price	Tran	saction(s)		(111501.4)		
Common Stock 04/11/20				018		S		6,000	П	D \$8.265		5(1)	39,000	D				
	Ta	able II -												Owne	d			
	on Date Ex se (Month/Day/Year) if	Execution if any	ecution Date, T		Transaction Code (Instr.				ion Da	te ear)	Am or Nui		str. 3	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(FOR ROAD)  FIELD C  (S  Security (Ins  Stock	(First) (First	(First) (Middle) OR ROAD  FIELD CT 06804  (State) (Zip)  Table I - Note that the security (Instr. 3)  Stock  Table II - Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Middle)  (All Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  OR ROAD  FIELD CT 06804  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3) 2. Transact Date (Month/Date (Month/Date)  Table II - Derivati (e.g., pt  2. Transaction Date (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative  (Month/Day/Year)  Stock  Table II - Derivative Security  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security  2. Transaction Date (In the content of the cont	ROWICZ WALTER M  (First) (Middle)  (First) (Middle)  (R ROAD  3. Date of 04/11/20  4. If Amen  Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Month/Day/Year)  Stock  Table II - Derivative Security (e.g., puts, calls, (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  Stock  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Date of 04/11/20	(First) (Middle)  (First) (Middle)  (First) (Middle)  (Stare) (Zip)  Table I - Non-Derivative Securities  (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr.  2. Tansaction Date (e.g., puts, calls, warr.  (Month/Day/Year)  3. Date of Earlies 04/11/2018  4. If Amendment,  (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr.  3. Transaction Date (month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warr.  3. Date of Earlies 04/11/2018  4. Transaction Code (Instr. 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Security Security Security Security Security (if any (Month/Day/Year))	(First) (Middle)  (First) (Middle)  (R ROAD  Table I - Non-Derivative Securities Accurity (Instr. 3)  (State)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  (Stock  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	PHOTRONICS INC [  (First) (Middle)  (R ROAD  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optio  2. Transaction Date (month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optio  2. 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Transaction Date (e.g., puts, calls, warrants, optio)	(First) (Middle)  (First) (Middle)  (RROAD  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispate (Month/Day/Year)  (Month/Day/Year)  (Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  (Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. Sh. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date	PHOTRONICS INC [PLAB]  (First) (Middle)  (First) (Middle)  (R ROAD  3. Date of Earliest Transaction (Month/Day/Year)  (Value)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Leg., puts, Calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (Derivative Securities Acquired (A) or Disposed of (Derivative Securities Acquired (A) or Disposed of (Month/Day/Year)  (Month/Day/Year)	PHOTRONICS INC [PLAB]  (First) (Middle)  (R ROAD  3. Date of Earliest Transaction (Month/Day/Year) 04/11/2018  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Gecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock  Date (e.g., puts, calls, warrants, options, convertible se (e.g., puts, calls, warrants, options, convertible se (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Conversion or Exercise Price of Date (Month/Day/Year)	PHOTRONICS INC   PLAB	(First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Security (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (A) or (C) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	PHOTRONICS INC [PLAB]  (First) (Middle)  (First) (Middle)  (First) (Middle)  (First) (Middle)  (Stare) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Execution Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Stace) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Execution Date, (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Stace) (Zip)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Instr. 3)  (Check all a, X Direction Of the Date of Original Filed (Month/Day/Year)  (A) or Price of Ownersion On Exercise Date (Month/Day/Year)  (Instr. 3)  (Check all a, X Direction Of Condition (Month/Day/Year)  (A) If Amendment, Date of Original Filed (Month/Day/Year)  (A) or Price of Ownersion On Owners (Instr. 3)  (Check all a, X Direction Of Condition (Month/Day/Year)  (A) If Amendment, Date of Original Filed (Month/Day/Year)  (A) or Price of Ownersion Owners (Instr. 3)  (Check all a, X Direction Ownersion Ownersion Ownersion On Ownersion On Ownersion Oxide (Instr. 3)  (Check all a, X Direction Ownersion Ownersion Ownersion Oxide (Month/Day/Year)  (A) or Ownersion Oxide (Instr. 4)  (Instr. 3)  (Check all a, X Direction Oxide (Month/Day/Year)  (State) (Zip)  (A) or Original Filed (Month/Day/Year)  (A) or Ownersion Oxide (Instr. 4)  (Instr. 3)  (Check all a, X Direction Oxide (Month/Day/Year)  (Instr. 3)  (Check all a, X Direction Oxide (Month/Day/Year)  (Instr. 3)  (Check all a, X Direction Oxide (Month/Day/Year)  (Instr. 3)  (Check all a, X Direction Oxide (Month/Day/Year)  (Instr. 3)  (Check all a, X Direction Oxide (Month/Day/Year)  (Instr. 3)  (Check all a, Instruction (Month/Day/Year)  (Instr. 3)  (Check all a, Instruction (Month/Day/Year)  (Instr. 3)  (Check all a, Instruction (Month/Day/Year)  (Instr. 3)  (Instr. 3)  (Instr. 3)  (Instr. 3)  (Instr. 3)	PHOTRONICS INC [ PLAB ] (Check all applicable) X Director Officer (give title below)  3. Date of Earliest Transaction (Month/Day/Year) O4/11/2018  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year)  (Month/Day/Year)	PHOTRONICS INC [ PLAB ]  (Check all applicable) X Director Officer (give title below)  X Form filed by More than One Reperson  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction (Month/Day/Year) Officer (give title below)  X Form filed by More than One Reperson  Security (Instr. 3)  2. Transaction (Month/Day/Year) Officer (give title below)  X Form filed by More than One Reperson  Security (Instr. 3)  3. Amount of Securities Acquired (A) or Sipposed of (D) (Instr. 3, 4 and 5) Officer (give title below)  X Form filed by More than One Reperson  Security (Instr. 3)  3. Amount of Securities Acquired (A) or Or Seneficially Owned Following Reported (Instr. 3 and 4)  Stock  04/11/2018  S 6. Ownership Form: Direct or Officer (give title below)  X Form filed by More than One Reperson  Securities Acquired (A) or Sipposed of (D) (Instr. 3, 4 and 5)  Stock  04/11/2018  S 6. Ownership Form: Direct or Officer (give title below)  X Form filed by More than One Reperson  S. Securities Acquired (A) or Sipposed of (D) (Instr. 3, 4 and 5)  Stock  04/11/2018  S 6. Ownership Form: Director  Officer (give title Defined North Day/Year)  S. Securities Acquired (A) or Securities Acquired (A) or Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities S	

## **Explanation of Responses:**

1. This transaction was executed in multiple trades. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and the prices at which the transaction was effected.

/s/ Richelle E. Burr, attorney-

\*\* Signature of Reporting Person

in-fact for Walter M.

**Fiederowicz** 

04/13/2018

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.