

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person <sup>†</sup> <u>Progler Christopher J</u>  (Last) (First) (Middle) 15 SECOR ROAD  (Street) BROOKFIELD CT 06804  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PHOTRONICS INC [ PLAB ]</u>	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) <u>EVP, Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	12/19/2024		M		19,134	A	\$12.13	238,300	D	
Common Stock	12/19/2024		S		19,134	D	\$24.83 <sup>(1)</sup>	219,166	D	
Common Stock	12/19/2024		M		13,866	A	\$12.13	233,032	D	
Common Stock	12/19/2024		S		13,866	D	\$24.9 <sup>(1)</sup>	219,166	D	
Common Stock	12/19/2024		M		3,750	A	\$11.35	222,916	D	
Common Stock	12/19/2024		S		3,750	D	\$24.86 <sup>(1)</sup>	219,166	D	
Common Stock	12/19/2024		M		7,500	A	\$8.6	226,666	D	
Common Stock	12/19/2024		S		7,500	D	\$24.81 <sup>(1)</sup>	219,166	D	
Common Stock	12/19/2024		M		11,250	A	\$11.35	230,416	D	
Common Stock	12/19/2024		S		11,250	D	\$24.87 <sup>(1)</sup>	219,166	D	
Common Stock	12/19/2024		M		7,500	A	\$8.6	226,666	D	
Common Stock	12/19/2024		S		7,500	D	\$24.81 <sup>(1)</sup>	219,166	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to Buy)	\$12.13	12/19/2024		M		19,134		01/04/2020	01/04/2026	COMMON STOCK	19,134	\$0	0	D	
Non-Qualified Stock Options (Right to Buy)	\$12.13	12/19/2024		M		13,866		01/04/2020	01/04/2026	COMMON STOCK	13,866	\$0	0	D	
Stock Options (Right to Buy)	\$11.35	12/19/2024		M		3,750		01/03/2021	01/03/2027	COMMON STOCK	3,750	\$0	0	D	
Stock Options (Right to Buy)	\$8.6	12/19/2024		M		7,500		01/02/2022	01/02/2028	COMMON STOCK	7,500	\$0	0	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Options (Right to Buy)	\$11.35	12/19/2024		M			11,250	01/03/2021	01/03/2027	COMMON STOCK	11,250	\$0	0	D	
Non-Qualified Stock Options (Right to Buy)	\$8.6	12/19/2024		M			7,500	01/02/2022	01/02/2028	COMMON STOCK	7,500	\$0	0	D	

**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/Brandon DeSocio, attorney-  
in-fact for Christopher J. 12/20/2024  
Progler

\*\* 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.