

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-C

REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ
INTERDEALER QUOTATION SYSTEM

Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 and Rule 13a-17
or 15d-17 thereunder

PHOTRONICS, INC._____
(Exact name of issuer as specified in charter)

1061 East Indiantown Road, Jupiter, FL 33477_____
(Address of principal executive offices)

Issuer's telephone number, including area code____(407) 747-4163____

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the
number of shares outstanding:

- 1) Title of security _____Common Stock_____
- 2) Number of shares outstanding before the change____6,578,777____
- 3) Number of shares outstanding after the change ____9,868,165____
- 4) Effective date of change _____March 20, 1995_____
- 5) Method of change:
Specify method (such as merger, acquisition, exchange,
distribution, stock split, reverse split, acquisition of stock
for treasury, etc.)_____Stock Split_____

Give brief description of transaction:_____

II. CHANGE IN NAME OF ISSUER

- 1) Name prior to change _____
- 2) Name after change _____
- 3) Effective date of charter amendment changing name _____
- 4) Date of shareholder approval of change, if required _____

Date ____March 28, 1995____ _____JEFFREY P. MOONAN, SECRETARY____
Jeffrey P. Moonan, Secretary