

[] Check this box if no longer

OMB Number: 3235-0287

subject to Section 16. Form

Expires: September 30, 1998

4 or Form 5 obligations may continue. See instruction 1(b).

Estimated average burden hours per response..... 0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person: Toppan Printing Co., Ltd. 2. Issuer Name and Ticker or Trading Symbol: Photronics, Inc. PLAB 6. Relationship of Reporting Person(s) to Issuer: Director, 10% Owner. 4. Statement for Month/Year: March/1999. 7. Individual or Joint/Group Filing: Form filed by One Reporting Person.

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned. Table with 7 columns: Title of Security, Transaction Date, Transaction Code, Securities acquired or Disposed of, Amount of Securities Beneficially Owned, Ownership Form, Nature of Ownership. Row 1: Common Stock, 3/26/99, D, 250,000 D, 13.90, 2,180,000, D.

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).

(over)

