SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended ......April 30, 1996......

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from................. to ....

Commission file number...0-15451...

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

...Connecticut...	...06-0854886...
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

......1061 East Indiantown Road, Jupiter, FL......	..33477..
(Address of principal executive offices)	(Zip Code)

...(407) 747-4163...
(Registrant's telephone number, including area code)

....
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ..X.. No .....

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at April 30, 1996
Common Stock, $.01 par value	11,752,397 Shares

PHOTRONICS, INC.
AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PHOTRONICS, INC. AND SUBSIDIARIES

Condensed Consolidated Balance Sheet

(dollars in thousands)

ASSETS

	April 30, 1996 (Unaudited)	October 31, 1995
Current assets:		
Cash, cash equivalents and short-term investments	$ 32,885	$ 51,865
Accounts receivable (less allowance for doubtful accounts of $195 in 1996 and 1995)	23,443	17,857
Inventories	7,715	6,357
Other current assets	5,089	3,380
Total current assets	69,132	79,459
Property, plant and equipment (less accumulated depreciation of $46,370 in 1996 and $40,917 in 1995)	93,332	72,063
Intangible assets (less accumulated amortization of $2,684 in 1996 and $2,156 in 1995)	9,789	10,289
Investments and other assets	16,681	12,407
	$188,934	$174,218

See accompanying notes to consolidated financial statements.

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheet
(dollars in thousands, except per share amounts)
LIABILITIES AND SHAREHOLDERS' EQUITY

	April 30, 1996 (Unaudited)	October 31, 1995
Current liabilities:		
Current portion of long-term debt	$ 37	$ 36
Accounts payable	17,073	17,850
Accrued liabilities	10,544	11,920
Total current liabilities	27,654	29,806
Long-term debt	1,790	1,809
Deferred income taxes and other liabilities	12,087	8,558
Total liabilities	41,531	40,173
Commitments and contingencies	-	-
Shareholders' equity:		
Preferred stock, $0.01 par value, 2,000,000 shares authorized, none issued and outstanding	-	-
Common stock, $0.01 par value, 20,000,000 shares authorized, 11,888,897 shares issued in 1996 and 11,758,292 shares issued in 1995	119	118
Additional paid-in capital	76,340	75,083
Retained earnings	62,888	52,970
Unrealized gains on investments	8,871	6,471
Other	(815)	(597)
Total shareholders' equity	147,403	134,045
	$188,934	$174,218

See accompanying notes to consolidated financial statements.

PHOTRONICS, INC. AND SUBSIDIARIES

Condensed Consolidated Statement of Earnings

(in thousands, except per share amounts)
(Unaudited)

	Three Months Ended April 30,		Six Months Ended April 30,	
	1996	1995	1996	1995
Net sales	$40,514	$30,037	$75,182	$56,213
Costs and expenses:				
Cost of sales	24,811	18,422	46,063	34,839
Selling, general and administrative	5,447	4,104	10,032	7,647
Research and development	2,123	1,595	3,948	2,943
Operating income	8,133	5,916	15,139	10,784
Interest and other income, net	334	179	879	513
Income before income taxes	8,467	6,095	16,018	11,297
Provision for income taxes	3,200	2,275	6,100	4,210
Net income	$ 5,267	$ 3,820	$ 9,918	$ 7,087
Net income per common share	$0.44	$0.36	$0.82	$0.68
Weighted average number of common shares outstanding	12,048	10,513	12,053	10,385

See accompanying notes to consolidated financial statements.

PHOTRONICS, INC. AND SUBSIDIARIES

Condensed Consolidated Statement of Cash Flows
(in thousands)
(Unaudited)

	Six Months Ended April 30, 1996	Six Months Ended April 30, 1995
Cash flows from operating activities:		
Net income	$ 9,918	$ 7,087
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,981	4,630
Other	999	(168)
Changes in assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(5,586)	(5,852)
Inventories	(977)	(104)
Other current assets	(2,439)	47
Accounts payable and accrued liabilities	(2,154)	6,203
Net cash provided by operating activities	5,742	11,843
Cash flows from investing activities:		
Acquisition of assets of photomask operations	(8,482)	(7,400)
Deposits on and purchases of property, plant and equipment	(18,621)	(10,137)
Net change in short-term investments	12,196	(5,498)
Other	1,143	240
Net cash used in investing activities	(13,764)	(22,795)
Cash flows from financing activities:		
Repayment of long-term debt	(19)	(451)
Net proceeds from issuance of common stock	1,257	25,908
Net cash provided by financing activities	1,238	25,457
Net increase (decrease) in cash and cash equivalents	(6,784)	14,505
Cash and cash equivalents at beginning of period	35,644	25,092
Cash and cash equivalents at end of period	$28,860	$39,597
Cash paid during the period for:		
Interest	$16	$21
Income taxes	$6,299	$4,490

See accompanying notes to consolidated financial statements.

PHOTRONICS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

Three and Six Months Ended April 30, 1996
(Unaudited)

NOTE 1 - BASIS OF FINANCIAL STATEMENT PRESENTATION

The consolidated financial statements of the Company included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission and, in the opinion of management, reflect all adjustments which are necessary to present fairly the results for the three and six-month periods ended April 30, 1996 and 1995. Interim financial data presented herein are unaudited. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations; however, management believes that the disclosures are adequate to make the information presented not misleading. This report should be read in conjunction with the consolidated financial statements and footnotes as of October 31, 1995, which give a complete discussion of these matters.

NOTE 2 - ACQUISITION OF PHOTOMASK OPERATIONS

On January 24, 1996, the Company acquired the photomask manufacturing operations and assets of Plessey Semiconductors Limited ("Plessey"), located in Oldham, United Kingdom, for $4.9 million in cash. In connection with the transaction, the Company leased the facilities from Plessey previously utilized by them for the manufacture of photomasks. It is the Company's intention to relocate the operation to an independent facility in the Manchester, UK, area in approximately one year. The acquisition was accounted for as a purchase and, accordingly, the acquisition price was allocated to property and equipment based on relative fair value. The results of the acquired operations were not material to the Company for the periods presented.

On April 1, 1996, the Company, through its majority-owned subsidiary, acquired the photomask manufacturing operations and assets of the Litomask Division ("Litomask") of Centre Suisse d'Electronique et de Microtechnique S.A. ("CSEM") located in Neuchatel, Switzerland for $3.4 million in cash. CSEM holds the remaining interest in this subsidiary and the Company has an option to acquire CSEM's interest within a two-year period. In connection with the transaction, the Company leased the facilities and retained certain services from CSEM previously utilized by Litomask. The acquisition was accounted for as a purchase and, accordingly, the acquisition price was allocated to property and equipment based on relative fair value. The results of the acquired operations were not material to the Company for the periods presented.

Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition

Material Changes in Results of Operations
Three and Six Months Ended April 30, 1996 versus April 30, 1995

A significant portion of the material changes in each category of the Company's results of operations for the three and six months ended April 30, 1996, as compared to the same periods in the prior fiscal year are attributable to recent acquisitions. On January 24, 1996, the Company acquired the photomask manufacturing operations and assets of Plessey Semiconductors Limited ("Plessey") located in Oldham, United Kingdom. On April 1, 1996, the Company acquired the Litomask Division of Centre Suisse d'Electronique et de Microtechnique S.A. ("Litomask") located in Neuchatel, Switzerland. See Note 2 to the Condensed Consolidated Financial Statements. The Company acquired the photomask manufacturing operations and assets of Hoya Micro Mask, Inc. in Sunnyvale, California, and Microphase Laboratories, Inc. ("Microphase") in Colorado Springs, Colorado, on December 1, 1994 and on June 20, 1995, respectively.

Net sales for the three and six months ended April 30, 1996, increased 34.9% to $40.5 million and 33.7% to $75.2 million, respectively, compared to $30.0 million and $56.2 million for the same periods in the prior fiscal year. The majority of the growth was from increased shipments to customers from existing facilities due to greater manufacturing capacity as the Company executed its capacity expansion program, and increased sales from the Company's wholly-owned subsidiary, Beta Squared, Inc. ("Beta Squared"). In addition, a portion of the increase in each period is attributable to the European and Colorado acquisitions and, for the six-month period, the inclusion of a full six months of sales for the Company's Sunnyvale facility.

Cost of sales for the three and six months ended April 30, 1996, increased 34.7% to $24.8 million and 32.2% to $46.1 million, respectively, compared to $18.4 million and $34.8 million for the same periods in the prior fiscal year. These increases resulted principally from increases in sales volume, including those from the Company's recent acquisitions. To meet the increased production demands, the Company has increased its staffing levels and manufacturing capacity, which increased, among other things, labor and benefits costs and depreciation expense. As a percentage of net sales, cost of sales decreased slightly to 61.2% and 61.3% for the three and six months ended April 30, 1996, as compared with 61.3% and 62.0% in the corresponding periods last year. Improvements from higher capacity utilization of the Company's installed equipment base and greater operating efficiencies afforded by sales volume increases were largely offset by the absorption of costs of new manufacturing capacity and lower margins generally at recently acquired operations. Demand for more complex photomasks continues to increase, yielding a more favorable product mix during the current period. The Company anticipates that its fixed operating costs will increase in connection with its continuing capacity expansion. However, the Company expects to match these higher costs with continued increases in revenues.

Selling, general and administrative expenses increased 32.7% to $5.4 million and 31.2% to $10.0 million for the three and six months ended April 30, 1996, compared to $4.1 million and $7.6 million for the same periods in the prior fiscal year. These increases were due largely to the addition of the Company's foreign operations and its Colorado facility and, for the six-month period, the inclusion of a full six months of expenses for the Company's Sunnyvale facility. In addition, staffing levels and costs associated with the Company's growth increased to accommodate the Company's business expansion. As a percentage of net sales, selling, general and administrative expenses decreased slightly to 13.4% and 13.3% for the three and six months ended April 30, 1996, compared with 13.7% and 13.6% for the same periods last year.

Research and development expenses for the three and six months ended April 30, 1996, increased 33.1% to $2.1 million and 34.2% to $3.9 million, respectively, compared to $1.6 million and $2.9 million for the same periods in the prior fiscal year. These increases reflect the expansion of the Company's research and development organization and an increase in its development efforts which have focused on new high-end, more complex photomasks utilizing phase shift, optical proximity correction and deep ultra-violet technologies. As a percentage of net sales, research and development expenses decreased slightly to 5.2% for the three months ended April 30, 1996, compared with 5.3% in the prior fiscal year period and remained flat for the corresponding six-month periods.

Interest and other income, net, for the three and six months ended April 30, 1996, increased to $334,000 and $879,000, respectively, compared to $179,000 and $513,000 for the same periods in the prior fiscal year due principally to increases in interest income resulting from higher levels of funds available for investment.

For the three and six months ended April 30, 1996, the Company provided Federal and state income taxes at an estimated combined effective annual tax rate of 37.8% and 38.1%, respectively, as compared with 37.3% in the same periods for the prior fiscal year. The increase in the Company's estimated tax rate primarily is the result of a larger portion of income being subject to the 35% incremental Federal income tax rate and a slight decrease in estimated tax-exempt investment income for the current fiscal year.

Net income for the three and six months ended April 30, 1996, increased 37.9% to $5.3 million, or $0.44 per share, and 39.9% to $9.9 million, or $0.82 per share, compared with $3.8 million, or $0.36 per share, and $7.1 million, or $0.68 per share, for the corresponding prior year periods. The weighted average number of common shares outstanding increased to 12.0 million and 12.1 million, respectively, for the three and six months ended April 30, 1996, from 10.5 million and 10.4 million for the same periods last year principally as a result of the public offering of 1.5 million shares in April and May 1995 and the issuance of approximately 100,000 shares in connection with the Microphase acquisition in June 1995.

Liquidity and Capital Resources

The Company's cash, cash equivalents and short-term investments decreased $19.0 million during the six months ended April 30, 1996, largely as a result of funding $18.6 million of capital expenditures for equipment and construction in connection with the Company's expansion of manufacturing capacity and $8.5 million for the acquisition of the photomask manufacturing operations and assets of Plessey and Litomask. Offsetting these decreases were cash provided by operating activities totaling $5.7 million, $1.3 million of advances in connection with financial assistance for the Company's new Manchester operation and $1.3 million from sales of stock under employee stock option plans.

Accounts receivable increased to $23.4 million at April 30, 1996, from $17.9 million at October 31, 1995, primarily as a result of higher sales levels, including sales by the new European operations. Inventory increased to $7.7 million at April 30, 1996, from $6.4 million at October 31, 1995, primarily due to higher equipment levels at Beta Squared, general increases to accommodate the escalating sales volume and the addition of the European facilities. Other current assets increased to $5.1 million at April 30, 1996, from $3.4 million at October 31, 1995, primarily due to an increase in prepaid income taxes.

Property, plant and equipment increased to $93.3 million at April 30, 1996, from $72.1 million at October 31, 1995. Deposits on and purchases of equipment and construction in progress on the new Allen, Texas, and Singapore plants totaled $18.6 million and fixed assets of $8.1 million were acquired in connection with the Plessey and Litomask acquisitions. These increases were offset by normal depreciation expense totaling $5.5 million. Intangible assets decreased to $9.8 million at April 30, 1996, from $10.3 million at October 31, 1995, due to normal amortization expense.

Investments and other assets increased to $16.7 million at April 30, 1996, from $12.4 million at October 31, 1995, principally due to additional unrealized gains from the net increase in the fair values of the Company's investments during the period.

Accounts payable decreased to $17.1 million at April 30, 1996, from $17.9 million at October 31, 1995, principally due to a significant decrease in payables related to recent major equipment purchases, offset by increases from the addition of the European operations and higher level of raw materials purchases based on growing production needs. Accrued liabilities decreased to $10.5 million at April 30, 1996 from $11.9 million at October 31, 1995. This decrease is largely attributable to fiscal 1996 payments of fiscal 1995 incentive compensation, payment of employee withholding taxes from stock option exercises as of October 31, 1995, and a lower sales and use tax liability because of timing differences in settlement of the scheduled payments, offset by provisions for incentive compensation for fiscal 1996.

There was no significant change in long-term debt balances during the period. Deferred income taxes and other liabilities increased to $12.1 million at April 30, 1996, from $8.6 million at October 31, 1995, principally due to amounts provided on unrealized gains on investments and advances received in connection with financial assistance for the Company's new Manchester operations.

The Company's commitments represent investments in additional manufacturing capacity as well as advanced equipment for research and development of the next generation of high-end, more complex photomasks. At April 30, 1996, the Company had commitments outstanding for capital expenditures of approximately $65.1 million, including commitments for new facilities in Texas and Singapore. Additional commitments for these and other manufacturing locations are expected to be incurred in fiscal 1996.

The Company will use its working capital, bank credit lines and leasing arrangements to finance its capital expenditures. The Company believes that its currently available resources, together with its capacity for substantial growth and its accessibility to other debt and equity financing sources, are sufficient to satisfy its cash requirements for the foreseeable future.

PART II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security-Holders

(a) The matters set forth in this Item 4 were submitted to a vote of security holders of the Company at an Annual Meeting of Shareholders held on March 20, 1996.

(b) The following directors, constituting the entire Board of Directors were elected at the Annual Meeting of Shareholders held on March 20, 1996. Also indicated are the affirmative, negative and authority withheld votes for each director.

	For	Against	Authority Withheld
Walter M. Fiederowicz	10,713,430	0	200,494
Joseph A. Fiorita, Jr.	10,713,267	0	200,657
Constantine S. Macricostas	10,713,617	0	200,307
Masahiro Fujii	10,713,267	0	200,657
Michael J. Yomazzo	10,713,617	0	200,307

(c) The following additional matters, and the affirmative and negative votes and abstentions and broker non-votes with respect thereto, were approved at the Annual Meeting of Shareholders held on March 20, 1996:

The approval of the 1996 Stock Option Plan of the Company.

Affirmative Votes.........	7,099,008
Negative Votes.........	914,678
Abstentions/Broker Non-Votes.......	2,900,238

The ratification of the appointment of Deloitte and Touche LLP as the independent certified public accountants of the Company for the fiscal year ending October 31, 1996:

Affirmative Votes........	10,879,031
Negative Votes.........	18,105
Abstentions/Broker Non-Votes.......	16,788

Item 6. Exhibits and Reports of Form 8-K

(a) Exhibits

27 Financial Data Schedule

(b) Reports on Form 8-K

During the quarter for which this report is filed, no report on Form 8-K was filed by the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PHOTRONICS, INC.
(Registrant)

By:_____(ROBERT J. BOLLO)________
Robert J. Bollo
Vice President/Finance
(Duly Authorized Officer and
Principal Financial Officer)

Date: June 13, 1996

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This schedule contains summary financial information extracted from the Condensed Consolidated Statement of Earnings and the Condensed Consolidated Balance Sheet and is qualified in its entirety by reference to such financial statements.

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OCT-31-1996
APR-30-1996
28,860
4,025
23,638
195
7,715
69,132
139,702
46,370
188,934
27,654
1,790
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0
119
147,284
188,934
75,182
75,182
46,063
46,063
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72
16,018
6,100
9,918
0
0
0
9,918
0.82
0.82