

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* KIRLIN PETER S			2. Issuer Name and Ticker or Trading Symbol PHOTRONICS INC [PLAB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Senior VP, U.S. & Europe		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2010			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
15 SECOR ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) BROOKFIELD CT 06804								
(City) (State) (Zip)								

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	02/22/2010	02/22/2010	X		7,300	A	\$0.76	7,300	D	
Common Stock	02/22/2010	02/22/2010	X		1,800	A	\$0.76	9,100	D	
Common Stock	02/22/2010	02/22/2010	X		1,100	A	\$0.76	10,200	D	
Common Stock	02/22/2010	02/22/2010	X		700	A	\$0.76	10,900	D	
Common Stock	02/22/2010	02/22/2010	X		900	A	\$0.76	11,800	D	
Common Stock	02/22/2010	02/22/2010	X		100	A	\$0.76	11,900	D	
Common Stock	02/22/2010	02/22/2010	X		100	A	\$0.76	12,000	D	
Common Stock	02/22/2010	02/22/2010	X		500	A	\$0.76	12,500	D	
Common Stock	02/22/2010	02/22/2010	S		7,300	D	\$4.5501	5,200	D	
Common Stock	02/22/2010	02/22/2010	S		1,800	D	\$4.551	3,400	D	
Common Stock	02/22/2010	02/22/2010	S		1,100	D	\$4.56	2,300	D	
Common Stock	02/22/2010	02/22/2010	S		700	D	\$4.57	1,600	D	
Common Stock	02/22/2010	02/22/2010	S		900	D	\$4.58	700	D	
Common Stock	02/22/2010	02/22/2010	S		100	D	\$4.5805	600	D	
Common Stock	02/22/2010	02/22/2010	S		100	D	\$4.5809	500	D	
Common Stock	02/22/2010	02/22/2010	S		500	D	\$4.59	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
Stock Options (Right to Buy)	\$0.76	02/22/2010	02/22/2010	X			7,300	(1)	11/10/2018	Common Stock	7,300	\$0	42,700	D	
Stock Options (Right to Buy)	\$0.76	02/22/2010	02/22/2010	X			1,800	(1)	11/10/2018	Common Stock	1,800	\$0	40,900	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)	\$0.76	02/22/2010	02/22/2010	X			1,100	(1)	11/10/2018	Common Stock	1,100	\$0	39,800	D	
Stock Options (Right to Buy)	\$0.76	02/22/2010	02/22/2010	X			700	(1)	11/10/2018	Common Stock	700	\$0	39,100	D	
Stock Options (Right to Buy)	\$0.76	02/22/2010	02/22/2010	X			900	(1)	11/10/2018	Common Stock	900	\$0	38,200	D	
Stock Options (Right to Buy)	\$0.76	02/22/2010	02/22/2010	X			100	(1)	11/10/2018	Common Stock	100	\$0	38,100	D	
Stock Options (Right to Buy)	\$0.76	02/22/2010	02/22/2010	X			100	(1)	11/10/2018	Common Stock	100	\$0	38,000	D	
Stock Options (Right to Buy)	\$0.76	02/22/2010	02/22/2010	X			500	(1)	11/10/2018	Common Stock	500	\$0	37,500	D	

Explanation of Responses:

1. The stock options vest 25% over 4 years on the anniversary date of the grant.

/s/ Nicholas N. Colonese,
Attorney-in-Fact for Mr. Kirlin 02/22/2010

** 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.

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