

KIRLIN PETER S  
Form 4  
February 24, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

(Last) (First) (Middle)  
**15 SECOR ROAD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/22/2010**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
**Senior VP, U.S. & Europe**

**BROOKFIELD, CT 06804**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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)
				(A) or (D) Code V Amount (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	

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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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. F...
	\$ 0.76	02/22/2010	02/22/2010	X	7,300	(1) 11/10/2018	Title	Amount or Number of Shares
								7,300

Stock Options (Right to Buy)								Common Stock	
Stock Options (Right to Buy)	\$ 0.76	02/22/2010	02/22/2010	X	1,800	(1)	11/10/2018	Common Stock	1,800
Stock Options (Right to Buy)	\$ 0.76	02/22/2010	02/22/2010	X	1,100	(1)	11/10/2018	Common Stock	1,100
Stock Options (Right to Buy)	\$ 0.76	02/22/2010	02/22/2010	X	700	(1)	11/10/2018	Common Stock	700
Stock Options (Right to Buy)	\$ 0.76	02/22/2010	02/22/2010	X	900	(1)	11/10/2018	Common Stock	900
Stock Options (Right to Buy)	\$ 0.76	02/22/2010	02/22/2010	X	100	(1)	11/10/2018	Common Stock	100
Stock Options (Right to Buy)	\$ 0.76	02/22/2010	02/22/2010	X	100	(1)	11/10/2018	Common Stock	100
Stock Options (Right to Buy)	\$ 0.76	02/22/2010	02/22/2010	X	500	(1)	11/10/2018	Common Stock	500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRLIN PETER S 15 SECOR ROAD BROOKFIELD, CT 06804			Senior VP, U.S. & Europe	

## Signatures

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

02/22/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

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

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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