FIEDEROWICZ WALTER M

Form 4

January 06, 2010

FORM 4

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

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

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 * **FIEDEROWICZ WALTER M**	2. Issuer Name **and** Ticker or Trading Symbol **PHOTRONICS INC [PLAB]**	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle) **15 SECOR ROAD**	3. Date of Earliest Transaction (Month/Day/Year) **01/04/2010**	(Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Street) **BROOKFIELD, CT 06804**	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/04/2010	01/04/2010	X		6,250	A	$ 0.76	26,250	D	
Common Stock	01/04/2010	01/04/2010	X		12,500	A	$ 0.76	38,750	D	
Common Stock	01/04/2010	01/04/2010	S		18,750	D	$ 4.5745	20,000	D	
Common Stock	01/04/2010	01/04/2010	S		7,500	D	$ 4.5741	12,500	D	
Common Stock	01/04/2010	01/04/2010	S		1,500	D	$ 4.56	11,000	D	
	01/04/2010	01/04/2010	S		3,000	D	$ 4.57	8,000	D	

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Common Stock								
Common Stock	01/04/2010	01/04/2010	S	500	D	$ 4.58	7,500	D

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

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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 D S (
				Code	V	(A)		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 0.76	01/04/2010	01/04/2010	X		6,250			(1)	11/10/2018	Common Stock	6,250	
Stock Options (Right to Buy)	$ 0.76	01/04/2010	01/04/2010	X		12,500			(1)	11/10/2018	Common Stock	12,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIEDEROWICZ WALTER M 15 SECOR ROAD BROOKFIELD, CT 06804	X			

Signatures

/s/ Nicholas N. Colonese, attorney-in-fact for Walter M. Fiederowicz	01/06/2010
**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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