

Burr Richelle E
 Form 3
 April 16, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Burr Richelle E | | (Month/Day/Year) | PHOTRONICS INC [PLAB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 15 SECOR RD. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| BROOKFIELD,Â CTÂ 06804 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | VP, General Counsel & Secy | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,500 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Edgar Filing: Burr Richelle E - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Options (Right to Buy) | Â (1) | 08/18/2013 | Common Stock | 1,000 | \$ 18.58 | D | Â |
| Stock Options (Right to Buy) | Â (2) | 01/17/2015 | Common Stock | 2,000 | \$ 14.56 | D | Â |
| Stock Options (Right to Buy) | Â (3) | 06/02/2016 | Common Stock | 1,500 | \$ 17.02 | D | Â |
| Stock Options (Right to Buy) | Â (4) | 11/10/2018 | Common Stock | 26,250 | \$ 0.76 | D | Â |
| Stock Options (Right to Buy) | Â (5) | 12/21/2019 | Common Stock | 35,000 | \$ 4.42 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burr Richelle E 15 SECOR RD. BROOKFIELD,Â CTÂ 06804 | Â | Â | Â VP, General Counsel & Secy | Â |

Signatures

/s/ Richelle E. 04/16/2010
Burr

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 options became exercisable in four equal annual installments beginning August 18, 2004.
- (2) The options became exercisable in four equal annual installments commencing January 17, 2006.
- (3) The options became exercisable in four equal annual installments commencing June 2, 2007.
- (4) The options become exercisable in four equal installments commencing November 10, 2009.
- (5) The options become exercisable in four equal annual installments commencing December 21, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.