

Progler Christopher J
 Form 3
 June 23, 2006

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

OMB APPROVAL

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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 Progler Christopher J | | (Month/Day/Year) | PHOTRONICS INC [PLAB] | |
| (Last) | (First) | (Middle) | 06/21/2006 | |
| 15 SECOR ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BROOKFIELD,Â CTÂ 06804 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP,Chief Technology Officer | |

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 | 30,300 ⁽¹⁾ | 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 | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Options (Right to Buy) | Â (2) | 12/03/2011 | Common Stock | 12,500 | \$ 26.95 | D | Â |
| Stock Options (Right to Buy) | Â (3) | 07/10/2012 | Common Stock | 3,750 | \$ 15.9 | D | Â |
| Stock Options (Right to Buy) | Â (4) | 12/09/2012 | Common Stock | 2,368 | \$ 12.93 | D | Â |
| Stock Options (Right to Buy) | Â (5) | 01/17/2015 | Common Stock | 35,000 | \$ 14.56 | D | Â |
| Stock Options (Right to Buy) | Â (6) | 06/02/2016 | Common Stock | 80,000 | \$ 17.02 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Progler Christopher J 15 SECOR ROAD BROOKFIELD,Â CTÂ 06804 | Â | Â | Â VP,Chief Technology Officer | Â |

Signatures

Edwin L. Lewis, Attorney-in-Fact for Christopher J. Progler
06/23/2006

__Signature of Reporting Person

Date

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) Includes 30,000 shares of Restricted Stock.
- (2) The options became exercisable in four equal annual installments commencing on December 3, 2002.
- (3) The options became exercisable in four equal annual installments commencing July 10, 2003.
- (4) The options became exercisable in three equal annual installments commencing December 9, 2002.
- (5) The options became exercisable in full on July 1, 2005.
- (6) The options become exercisable in four equal annual installments commencing June 2, 2007.

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.