UNITED STATES

SECURITIES AND	EXCHANGE	COMMISSION
Wash	ington, D.C. 20549	
_		
F	ORM 8-K	
CUI	RRENT REPORT	
Pursuant To Section 13 OR 15	(d) Of The Securities	Exchange Act Of 1934
Date of report (Date of e	arliest event reported) De	cember 7, 2004
PHOTI	RONICS, IN	NC.
(Exact name of r	egistrant as specified in its cl	arter)
Connecticut (State or other jurisdiction	0-15451 (Commission	06-0854886 (IRS Employer
of incorporation)	File Number)	Identification Number)
15 Secor Road, Brookfield, CT (Address of Principal Executive Offices)		06804 (Zip Code)

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Registrant s Telephone Number, including area code (203) 775-9000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02. Results of Operations and Financial Condition

On December 7, 2004, the Company issued a press release reporting fiscal fourth quarter 2004 and fiscal year results for the period ended October 31, 2004. A copy of the press release is attached to this 8-K.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

DATE December 7, 2004

99.1 Press Release dated December 7, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHOTRONICS, INC.

(Registrant)

BY /s/ Sean T. Smith

Sean T. Smith

Vice President and Chief Financial Officer

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PHOTRONICS, INC.

EXHIBIT INDEX

Exhibit No.	Subject Matter	
99.1	Press Release dated December 7, 2004.	