Eskilson Amy Form 3 April 01, 2011

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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 *

Eskilson Amy

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/24/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

PHOTONIC PRODUCTS GROUP INC [PHPG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

VP Sales & Marketing

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O PHOTONIC PRODUCTS GROUP, INC., Â 181 LEGRAND **AVENUE**

(Street)

Director _X__ Officer (give title below) (specify below)

10% Owner Other

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

Person

Form filed by More than One

Reporting Person

NORTHVALE. NJÂ 07647

(State)

1. Title of Security

(City)

(Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Form: Direct (D) or Indirect

(I) (Instr. 5)

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)

Exercisable

Date

3. Title and Amount of Securities Underlying **Derivative Security**

4. Conversion or Exercise

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title Date

Amount or Number of

Derivative Security

Price of

Security: Direct (D) Edgar Filing: Eskilson Amy - Form 3

Shares or Indirect (I) (Instr. 5)

Common Stock

02/07/2012 Â (1)

Common Stock

15,000

\$0

Â D

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Eskilson Amy

C/O PHOTONIC PRODUCTS GROUP, INC. 181 LEGRAND AVENUE NORTHVALE, NJÂ 07647

Â VP Sales & Marketing Â

Signatures

/s/ Amy Eskilson 04/01/2011 **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) These share units vest in three (3) equal installments starting on 2/7/2011.

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.

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