

Braun Doug
Form 3/A
May 25, 2011

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 *

Â Braun Doug
(Last) (First) (Middle)

C/O PHOTOTRON HOLDINGS, INC.,Â 20259 VENTURA BLVD.

(Street)

WOODLAND HILLS,Â CAÂ 91364

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/17/2011

3. Issuer Name and Ticker or Trading Symbol
PHOTOTRON HOLDINGS, INC. [PHOT.OB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Executive Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

05/19/2011

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

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)

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)

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

Date Exercisable

Expiration Date

Title

Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	02/13/2021	Common Stock	2,351,187	\$ 0.02	D	Â
Stock Option (Right to Buy)	Â (2)	05/19/2021(3)	Common Stock	4,500,000	\$ 0.25 (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Braun Doug C/O PHOTOTRON HOLDINGS, INC. 20259 VENTURA BLVD. WOODLAND HILLS, CA 91364	Â	Â	Â Chief Executive Officer	Â

Signatures

/s/ Doug Braun 05/25/2011

**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) Fully vested.
- (2) Vests in twenty-four (24) equal monthly installments on the last day of each month commencing from and after May 31, 2011.
- (3) This amended Form 3 is being filed to correctly report the Expiration Date and Exercise Price of this stock option.

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.