Jackson Jeffrey T Form 4 April 08, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Jackson Jeffrey T Issuer Symbol PGT, Inc. [PGTI] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner _X__ Officer (give title . _ Other (specify PGT, INC., 1070 TECHNOLOGY 04/06/2010 below) DRIVE Exec. Vice President & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NORTH VENICE, FL 34275

(Ctata)

(City)	(State) (Z	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	•	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			Code V	Amount	(A) or (D) Price	Reported Transaction(s) (Instr. 3 and 4)				
Stock, par value \$0.01 per share	04/06/2010		D	84,356	D (1)	163,254	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed 4. 5. Number of Execution Date, if any Code Acquired (A) or (Month/Day/Year) (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		Securities A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)	eci	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Employee Stock Option (right to buy)	\$ 2	04/06/2010(2)		A	732,626		(3)	04/06/2020	Common Stock, par value \$0.01 per share	7
Employee Stock Option (right to buy)	\$ 3.09	04/06/2010(2)		D		152,675	<u>(4)</u>	03/06/2015	Common Stock, par value \$0.01 per share	1

Reporting Owners

Director 10% Owner Officer Other

Jackson Jeffrey T PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275

Exec. Vice President & CFO

Signatures

/s/ Jeffrey T. 04/08/2010 Jackson

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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 reporting person agreed to the forfeiture of 24,570 shares of unvested restricted stock granted to him on May 6, 2008, the
 (1) forfeiture of 59,786 shares of unvested restricted stock granted to him on January 21, 2009, and options granted to him on March 6, 2008, in exchange for a new option having a lower exercise price.
- (2) The option grant was approved by the board of directors of PGT, Inc. (the Company) under the PGT, Inc. Amended and Restated
 (2) 2006 Equity Incentive Plan on March 18, 2010, subject to stockholder approval of the Amended and Restated 2006 Equity Incentive Plan. The Company's stockholders approved the Amended and Restated 2006 Equity Incentive Plan on April 6, 2010
- (3) (3) The option becomes exercisable in five equal installments beginning on April 6, 2011.
- (4) Two thirds currently exercisable and one third was scheduled to vest on March 6, 2011.

Reporting Owners 2

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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.