

Ferrucci Mario III
Form 4
April 08, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Ferrucci Mario III

(Last) (First) (Middle)

PGT, INC., 1070 TECHNOLOGY DRIVE

(Street)

NORTH VENICE, FL 34275

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PGT, Inc. [PGTI]

3. Date of Earliest Transaction (Month/Day/Year)
04/06/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

V.P. and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 04/06/2010 | | D | | 41,586 | D | 11 26,023 |

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

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SEC 1474 (9-02)

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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 Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee stock Option (right to buy) | \$ 2 | 04/06/2010 ⁽²⁾ | | A | 293,968 | ⁽³⁾ 04/06/2020 | Common Stock, par value \$0.01 per share |
| Employee Stock Options (right to buy) | \$ 3.09 | 04/06/2010 ⁽²⁾ | | D | 53,984 | ⁽⁴⁾ 03/06/2015 | Common Stock, par value \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| Ferrucci Mario III PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | Director 10% Owner Officer V.P. and General Counsel |

Signatures

/s/ Mario Ferrucci 04/08/2010

**Signature of Reporting Person Date

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 14,350 shares of unvested restricted stock granted to him on May 6, 2008, the forfeiture of 27,236 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 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) (4) Two thirds currently exercisable, and one third was scheduled to vest on March 6, 2011.

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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.
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