

Burns Monte Wray
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 *
Burns Monte Wray

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O PGT INDUSTRIES, 1070
TECHNOLOGY DRIVE

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. - NC Operations

(Street)
NORTH VENICE, FL 34275

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

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 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 | | 14,322 | D | 10,871 |
| Common Stock, par value \$0.01 per share | | | | | | I | 23,091 |
| | | | | | | | By 401(k) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (right to buy) | \$ 2 | 04/06/2010 ⁽²⁾ | | A | 498,378 | ⁽³⁾ 04/06/2020 | | Common Stock, par value \$0.01 per share | 49 |
| Employee Stock Option (right to buy) | \$ 8.64 | 04/06/2010 ⁽²⁾ | | D | 57,600 | ⁽⁴⁾ 01/29/2014 | | Common stock, par value \$0.01 per share | 5 |
| Employee Stock Option (right to buy) | \$ 8.64 | 04/06/2010 ⁽²⁾ | | D | 6,620 | ⁽⁵⁾ 07/13/2015 | | Common Stock, par value \$0.01 per share | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burns Monte Wray C/O PGT INDUSTRIES 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | | | V.P.- NC Operations | |

Signatures

/s/ Monte Burns 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) (1) The reporting person agreed to the forfeiture of 14,322 shares of unvested restricted stock granted to him on January 21, 2009, and options granted to him on July 8, 2004 and July 13, 2005, 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) 100% is presently exercisable.
- (5) (5) 80% is currently exercisable, and 20% was scheduled to vest on July 13, 2010.

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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