PGT, Inc. Form 4 April 09, 2010

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires:
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January 31,

Form 4 or Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCHUGH M JOSEPH Issuer Symbol PGT, Inc. [PGTI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify 6334 GLENDORA AVE 04/07/2010 below) (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

DALLAS, TX 75237

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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.

SEC 1474

(9-02)

Form filed by More than One Reporting

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	<b>Underlying Securities</b>	Г
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(]

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	Derivative Security				or Disposed (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.98	04/07/2010	A		37,634 (1)		(2)	04/07/2020	Common Stock, par value \$0.01 per share	37,634
Stock Option (Right to Buy)	\$ 1.98	04/07/2010	A		24,193 (1)		(3)	04/07/2020	Common Stock, par value \$0.01 per share	24,193
Stock Option (Right to Buy)	\$ 1.98	04/07/2010	A		96,774 (1)		<u>(4)</u>	04/07/2020	Common Stock, par value \$0.01 per share	96,774

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCHUGH M JOSEPH 6334 GLENDORA AVE DALLAS, TX 75237	X					

### **Signatures**

/s/ M. Joseph 04/09/2010 McHugh Date \*\*Signature of 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) On October 27, 2009, the Board of Directors of PGT, Inc. approved changes regarding compensation of certain directors, including
- (1) Equity Incentive Plan of stock options with a fair market value at the time of issuance of approximately \$40,000; and (b) in lieu of a grant of restricted shares of common stock with a value at the time of issuance of approximately \$40,000 per year for each year of service as a director, a grant under the Company's 2006 Equity Incentive Plan of stock options with a fair market value at the time of issuance of approximately \$40,000 per year for each year of service as a director.

the reporting person, and such changes include: (a) in lieu of an annual cash retainer of \$40,000, an annual grant under the PGT 2006

(2) (2) 100% is immediately exercisable.

Reporting Owners 2

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- (3) The option becomes exercisable in three approximately equal installments on each of July 3, 2010, October 2, 2010, and January 1, 2011.
- (4) (4) The option becomes exercisable in three approximately equal installments beginning on April 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.