

PGT, Inc.
Form 4
August 12, 2013

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)
08/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock, par value \$0.01	08/08/2013		M		19,572	A \$ 0.92 45,595	D
Common Stock, par value \$0.01	08/08/2013		F		6,567 ⁽¹⁾	D \$ 10.39 39,028	D
Common Stock, par value \$0.01 per	08/08/2013		S		13,005	D \$ 10.39 26,023	D

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share

Common
Stock, par
value
\$0.01 per
share

08/09/2013

M

8,332

A

\$ 0.92

34,355

D

Common
Stock, par
value
\$0.01

08/09/2013

M

122,096

A

\$ 2

156,541

D

Common
Stock, par
value
\$0.01

08/09/2013

F

57,690
(2)

D

\$
10.16

98,851

D

Common
Stock, par
value
\$0.01 per
share

08/09/2013

S

72,828

D

\$
10.16

26,023

D

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

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(9-02)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 0.92	08/08/2013		M	27,904	(3)	01/21/2016	Common Stock	27,904
Stock Option (Right to Buy)	\$ 2	08/08/2013		M	122,096	(4)	04/06/2020	Common Stock	122,096

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ferrucci Mario III PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275			Vice President	

Signatures

/s/ Mario
Ferrucci III
08/12/2013

**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) Reflects 6,567 shares withheld at market price of \$10.39 per share less an exercise price of \$0.92 per share to fund the cashless exercise of 19,572 options owned by Mr. Ferrucci and the tax liability associated therewith. Such cashless exercise was in accordance with terms and provisions of the Company's Amended and Restated 2006 Equity Incentive Plan as approved by the Board of Directors.
 - (2) Reflects 2,827 shares withheld at market price of \$10.16 per share less an exercise price of \$0.92 per share, and 54,863 shares withheld at a market price of \$10.16 per share less an exercise price of \$2.00 per share, to fund the cashless exercise of 130,428 options owned by Mr. Ferrucci and the tax liability associated therewith. Such cashless exercise was in accordance with terms and provisions of the Company's Amended and Restated 2006 Equity Incentive Plan as approved by the Board of Directors.
 - (3) Fully exercisable at January 21, 2012.
 - (4) An aggregate of 293,968 options exercisable in five approximately equal annual installments beginning on April 6, 2011

Remarks:

The transactions reported in the above Table I reflect the cashless exercise of stock options. The cashless exercise of the options is reported in the above Table I.

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