

KOTLER MARY J  
Form 4  
March 01, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**KOTLER MARY J**

(Last) (First) (Middle)  
**C/O 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)  
**02/27/2007**

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)  
**VP, Supply Chain Management**

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 (A) or (D) Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 02/27/2007                           |  | A                              |   | 3,550<br>(1)  | A  | \$ 0 12,550 D                     |

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

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 12.77   | 02/27/2007                           |  | A                              | 8,334   | (2) 02/27/2017   | Common Stock, par value \$0.01 per share                      | 8,334                         |
| Employee Stock Option (right to buy)       | \$ 12.77   | 02/27/2007                           |  | A                              | 8,334   | (3) 02/27/2017   | Common Stock, par value \$0.01 per share                      | 8,334                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| KOTLER MARY J<br>C/O PGT, INC.<br>1070 TECHNOLOGY DRIVE<br>NORTH VENICE, FL 34275 |               |           | VP, Supply Chain Management |       |

## Signatures

/s/ Mary J. Kotler 03/01/2007

\*\*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) These shares were granted by the board of directors under the PGT, Inc. 2006 Equity Incentive Plan. An aggregate of 1,775 shares will vest on February 27, 2009, and an aggregate of 1,775 will vest on February 27, 2010.
- (2) These shares were granted by the board of directors under the PGT, Inc. 2006 Equity Incentive Plan and will become exercisable in two equal annual installments on February 27, 2008, and February 27, 2009.

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- (3) These shares were granted by the board of directors under the PGT, Inc. 2006 Equity Incentive Plan and will become exercisable in three equal annual installments on February 27, 2008, February 27, 2009, and February 27, 2010.

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.