

LaPinska Deborah L
 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 *
 LaPinska Deborah L

(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
 Officer (give title below) _____ Other (specify below)

V.P. Sales and Marketing

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 | | 25,907 | D | 16,941 |

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 | 483,808 | ⁽³⁾ 04/06/2020 | Common Stock, par value \$0.01 per share |
| Employee Stock Option (right to buy) | \$ 8.64 | 04/06/2010 ⁽²⁾ | | D | 72,828 | ⁽⁴⁾ 01/29/2014 | Common Stock, par value \$0.01 per share |
| Employee Stock Option (right to buy) | \$ 8.64 | 04/06/2010 ⁽²⁾ | | D | 26,483 | ⁽⁵⁾ 01/06/2015 | Common Stock, par value \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| LaPinska Deborah L PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | Director 10% Owner Officer V.P. Sales and Marketing |

Signatures

/s/ Deborah L. LaPinska 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 25,907 shares of unvested restricted stock granted to her on January 21, 2009, and options granted to her on July 8, 2004 and July 6, 2005, in exchange for a new option having a lower exercise price.

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- (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) The option is fully exercisable.
- (5) (5) 80% is presently exercisable, and 20% was schedule to vest on July 6, 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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