

Feintuch Richard D
 Form 4
 April 09, 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 *
 Feintuch Richard D

(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)
 04/07/2010

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date | Expiration Date | Title | Amount or Number of Shares | |
|--------------------------------------|------------------------------------|------------------|------------|--|----------------------|------|---------------------|------------|--|--------|
| | | | Code | V | (A) | (D) | Date Exercisable | | | |
| Stock Option (Right to Buy) | \$ 1.98 | 04/07/2010 | A | | 43,008 <u>(1)</u> | | <u>(2)</u> | 04/07/2010 | Common Stock, par value \$0.01 per share | 43,008 |
| Stock Option (Right to Buy) | \$ 1.98 | 04/07/2010 | A | | 24,193 <u>(1)</u> | | <u>(3)</u> | 04/07/2020 | Common Stock, par value \$0.01 per share | 24,193 |
| Stock Option (Right to Buy) | \$ 1.98 | 04/07/2010 | A | | 32,258 <u>(1)</u> | | <u>(4)</u> | 04/07/2020 | Common Stock, par value \$0.01 per share | 32,258 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Feintuch Richard D PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | X | | | |

Signatures

/s/ Richard D.
Feintuch

04/09/2010

**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) On October 27, 2009, the Board of Directors of PGT, Inc. approved changes regarding compensation of certain directors, including 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 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.

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- (2) (2) 100% is immediately exercisable.
- (3) (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 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.

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