

Ferrucci Mario III  
Form 4  
July 25, 2008

**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 \*  
Ferrucci Mario III

(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)  
07/23/2008

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 General Counsel

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (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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(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 Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year)          | (Instr. 8) | (A) or (D) | (A) or (D) | Date Exercisable | Expiration Date | Title                                    | Amount or Number of Shares |
|--------------------------------------|------------------------------|---------------------------|------------|------------|------------|------------------|-----------------|--|----------------------------|
| Employee Stock Option (right to buy) | \$ 3.09                      | 07/23/2008 <sup>(1)</sup> | A          | (A)        | 53,984     | <sup>(2)</sup>   | 03/06/2015      | Common Stock, par value \$0.01 per share | 53,984                     |
| Employee Stock Option (right to buy) | \$ 14                        | 07/23/2008 <sup>(1)</sup> | D          | (D)        | 36,414     | <sup>(4)</sup>   | 06/27/2016      | Common Stock, par value \$0.01 per share | 36,414                     |
| Employee Stock Option (right to buy) | \$ 12.77                     | 07/23/2008 <sup>(1)</sup> | D          | (D)        | 8,785      | <sup>(5)</sup>   | 02/27/2017      | Common Stock, par value \$0.01 per share | 8,785                      |
| Employee Stock Option (right to buy) | \$ 12.77                     | 07/23/2008 <sup>(1)</sup> | D          | (D)        | 8,785      | <sup>(6)</sup>   | 02/27/2017      | Common Stock, par value \$0.01 per share | 8,785                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Ferrucci Mario III<br>C/O PGT, INC.<br>1070 TECHNOLOGY DRIVE<br>NORTH VENICE, FL 34275 |               |           | VP General Counsel |       |

## Signatures

/s/ Mario Ferrucci III                      07/25/2008

\*\*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)

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- (1) The option grant was approved by the board of directors of PGT, Inc. (the "Company") under the PGT, Inc. Equity Incentive Plan on March 6, 2008, subject to stockholder approval of the Replacement Option Agreement executed by Mr. Ferrucci on March 6, 2008, under which the option was granted. The Company's stockholders approved the replacement option agreement on July 23, 2008.
- (2) (2) The option becomes exercisable in three equal annual installments beginning on March 6, 2009.
- (3) (3) The reporting person agreed to the cancellation of options granted to him on June 27, 2006, and February 27, 2007, in exchange for a new option having a lower exercise price.
- (4) (4) The option becomes exercisable in three equal annual installments beginning on June 27, 2007.
- (5) (5) The option becomes exercisable in two equal annual installments on February 27, 2008, and February 27, 2009.
- (6) (6) The option becomes exercisable in three equal annual installments beginning on February 27, 2008.

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.