

PGT, Inc.  
Form 4  
April 09, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MCHUGH M JOSEPH**

(Last) (First) (Middle)  
**6334 GLENDORA AVE**  
  
(Street)

**DALLAS, TX 75237**

(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 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 (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 1.98	04/07/2010	A	37,634 <u>(1)</u>	<u>(2)</u>	04/07/2020	Common Stock, par value \$0.01 per share	37,634
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	96,774 <u>(1)</u>	<u>(4)</u>	04/07/2020	Common Stock, par value \$0.01 per share	96,774

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCHUGH M JOSEPH 6334 GLENDORA AVE DALLAS, TX 75237		X		

## Signatures

/s/ M. Joseph  
McHugh  
Date: 04/09/2010

\*\*Signature of Reporting Person

## 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.

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

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- (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 in three approximately equal installments beginning 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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