

Jackson Jeffrey T  
 Form 4  
 April 08, 2010

**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 \*  
 Jackson Jeffrey T

(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)  
 Exec. Vice President & CFO

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		84,356	D	163,254

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)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 2	04/06/2010 <sup>(2)</sup>		A	732,626	<sup>(3)</sup>	04/06/2020	Common Stock, par value \$0.01 per share	7	
Employee Stock Option (right to buy)	\$ 3.09	04/06/2010 <sup>(2)</sup>		D	152,675	<sup>(4)</sup>	03/06/2015	Common Stock, par value \$0.01 per share	1	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Jackson Jeffrey T PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275	Exec. Vice President & CFO

## Signatures

/s/ Jeffrey T.  
Jackson

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) The reporting person agreed to the forfeiture of 24,570 shares of unvested restricted stock granted to him on May 6, 2008, the forfeiture of 59,786 shares of unvested restricted stock granted to him on January 21, 2009, and options granted to him on March 6, 2008, in exchange for a new option having a lower exercise price.
- (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 Incentivv Plan on April 6, 2010
- (3) (3) The option becomes exercisable in five equal installments beginning on April 6, 2011.
- (4) (4) Two thirds currently exercisable and one third was scheduled to vest on March 6, 2011.

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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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