

Burns Monte Wray
Form 4
March 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Burns Monte Wray

(Last) (First) (Middle)
C/O PGT INDUSTRIES, 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)
03/12/2013

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)
Vice President

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 (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 03/12/2013 | | M | | 90,000 A \$ 2 | 100,871 | D |
| Common Stock, par value \$0.01 per share | 03/12/2013 | | M | | 14,674 A \$ 0.92 | 115,545 | D |
| Common Stock, par value \$0.01 per share | 03/12/2013 | | F | | 49,652 (1) D \$ 6.77 | 65,893 | D |

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| | | | | | | | |
|---|------------|---|--------|---|------------|--------|---|
| Common Stock, par value \$0.01 per share | 03/12/2013 | S | 12,223 | D | \$ 6.69 | 53,670 | D |
| Common Stock, par value \$0.01 per share | 03/12/2013 | S | 9,411 | D | \$ 6.79 | 44,259 | D |
| Common Stock, par value \$0.01 per share | 03/12/2013 | S | 33,388 | D | \$ 6.8 | 10,871 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to buy) | \$ 2 | 03/12/2013 | | M | 90,000 | <u>(2)</u> | 04/06/2020 | Common Stock | 90,000 |
| Stock Option (Right to Buy) | \$ 0.92 | 03/12/2013 | | M | 14,674 | <u>(3)</u> | 01/21/2019 | Common Stock | 14,674 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Vice President | |

Burns Monte Wray
C/O PGT INDUSTRIES
1070 TECHNOLOGY DRIVE
NORTH VENICE, FL 34275

Signatures

/s/ Monte Burns 03/14/2013

__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) Reflects 49,652 shares withheld at market price of \$6.77 per share less the exercise price of \$2.00 per share to fund the cashless exercise of 90,000 options and the exercise price of \$0.92 per share to fund the cashless exercise of 14,674 options owned by Mr. Burns and the tax liability associated therewith.
 - (2) (2) Exercisable in five equal installments beginning on April 6, 2011 and each anniversary thereafter.
 - (3) (3) Fully exercisable as of January 29, 2012.

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.