

PGT, Inc.  
Form 4  
August 12, 2013

**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 \*  
LaPinska Deborah L

(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)  
08/08/2013

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 or (D) Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 08/08/2013                           |  | M                              |   | 13,055 A \$ 2   | 29,996   | D                                 |
| Common Stock, par value \$0.01 per share | 08/08/2013                           |  | F                              |   | 5,396 (1) D \$ 10.39  | 24,600   | D                                 |
| Common Stock, par value \$0.01 per share | 08/08/2013                           |  | S                              |   | 7,659 D \$ 10.39  | 16,941   | D                                 |

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|   |            |   |               |   |             |         |   |
|---|------------|---|---------------|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/09/2013 | M | 86,945        | A | \$ 2        | 103,886 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/09/2013 | F | 37,968<br>(2) | D | \$<br>10.16 | 65,918  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/09/2013 | S | 48,977        | D | \$<br>10.16 | 16,941  | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                  |
|---|--|---|---|--------------------------------------|---|--|---|-----------------|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title           | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 2   | 08/08/2013                              |   | M                                    | 100,000   | (3)  | 04/06/2020  | Common<br>Stock | 100,000                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| LaPinska Deborah L<br>PGT, INC.<br>1070 TECHNOLOGY DRIVE<br>NORTH VENICE, FL 34275 |               |           | Vice President |       |

## Signatures

/s/ Deborah L.  
LaPinska

08/12/2013

\_\_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 5,396 shares withheld at market price of \$10.39 per share less an exercise price of \$2.00 per share to fund the cashless exercise of 13,055 options owned by Mrs. LaPinska and the tax liability associated therewith. Such cashless exercise was in accordance with terms and provisions of the Company's Amended and Restated 2006 Equity Incentive Plan as approved by the Board of Directors.

(2) Reflects 37,968 shares withheld at market price of \$10.16 per share less an exercise price of \$2.00 per share to fund the cashless exercise of 86,945 options owned by Mrs. LaPinska and the tax liability associated therewith. Such cashless exercise was in accordance with terms and provisions of the Company's Amended and Restated 2006 Equity Incentive Plan as approved by the Board of Directors.

(3) An aggregate of 483,808 options exercisable in five approximately equal annual installments beginning on April 6, 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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