

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 *
Antonelli Todd A

(Last) (First) (Middle)

C/O PGT INDUSTRIES, INC., 1070
TECHNOLOGY DRIVE

(Street)

NOKOMIS, 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
X Officer (give title below) ___ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock, par value \$0.01 per share | 08/08/2013 | | M | | 10,436 A \$ 2.59 | 10,436 | D |
| Common stock, par value \$0.01 per share | 08/08/2013 | | F | | 4,673 (1) D \$ 10.39 | 5,763 | D |
| Common stock, par value \$0.01 per share | 08/08/2013 | | S | | 5,763 D \$ 10.39 | 0 | D |

| | | | | | | | |
|--|------------|---|---------------|---|----------|--------|---|
| Common stock, par value \$0.01 per share | 08/09/2013 | M | 69,564 | A | \$ 2.59 | 69,564 | D |
| Common stock, par value \$0.01 per share | 08/09/2013 | F | 31,905 (2) | D | \$ 10.16 | 37,659 | D |
| Common stock, par value \$0.01 per share | 08/09/2013 | S | 37,659 | D | \$ 10.16 | 0 | 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 2.59 | 08/08/2013 | | M | 80,000 | (3) 05/15/2022 | Common Stock | 80,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Antonelli Todd A C/O PGT INDUSTRIES, INC. 1070 TECHNOLOGY DRIVE NOKOMIS, FL 34275 | | | Vice President | |

Signatures

/s/ Todd
Antonelli

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 4,673 shares withheld at market price of \$10.39 per share less an exercise price of \$2.59 per share to fund the cashless exercise of 10,436 options owned by Mr. Antonelli 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 31,905 shares withheld at market price of \$10.16 per share less an exercise price of \$2.59 per share to fund the cashless exercise of 69,564 options owned by Mr. Antonelli 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 400,000 options exercisable in three approximately equal annual installments beginning on May 15, 2013.

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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