

PGT, Inc.
Form 4/A
August 13, 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 *
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. [s3aq#pa]

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
08/12/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive 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	08/08/2013		M		39,154	A	\$ 0.92 71,098
Common Stock, par value \$0.01 per share	08/08/2013		F		13,227 (1)	D	\$ 10.39 57,871
Common Stock, par	08/08/2013		S		25,927	D	\$ 10.39 31,944

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/09/2013 M 22,100 A \$ 0.92 54,044 D

Common
Stock, par
value
\$0.01 per
share

08/09/2013 M 238,746₍₅₎ A \$ 2 292,790 D

Common
Stock, par
value
\$0.01 per
share

08/09/2013 F 124,425₍₂₎ D \$ 10.16 168,365 D

Common
Stock, par
value
\$0.01 per
share

08/09/2013 S 136,421 D \$ 10.16 31,944 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.92	08/08/2013		M	61,254	<u>(3)</u> 01/21/2016	Common Stock 61,254
	\$ 2	08/08/2013		M	238,746	<u>(4)</u> 04/06/2020	238,746

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

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

Signatures

/s/ Jeffery T
Jackson

08/13/2013

**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 13,227 shares withheld at market price of \$10.39 per share less an exercise price of \$0.92 per share to fund the cashless exercise of 39,154 options owned by Mr. Jackson 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 7,498 shares withheld at market price of \$10.16 per share less an exercise price of \$0.92 per share and 116,927 shares withheld at a market price of \$10.16 per share less an exercise price of \$2.00 per share, to fund the cashless exercise of 260,846 options owned by Mr. Jackson 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) Fully exercisable at January 21, 2012
 - (4) An aggregate of 732,626 options exercisable in five approximately equal annual installments beginning on April 6, 2011.
 - (5) This amendment to Form 4 is to properly reflect the number of options with an exercise price of \$2.00 per share exercised in Table I, Column 4, and the number of such options beneficially owned in Table II, Column 9 following the transaction.

Remarks:

The transactions reported in the above Table 1 reflect the cashless exercise of stock options. The cashless exercise of the options

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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