

Ferrucci Mario III  
 Form 4  
 July 25, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Ferrucci Mario III

(Last) (First) (Middle)  
 C/O 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)  
 07/23/2008

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)  
 VP General Counsel

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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- (1) The option grant was approved by the board of directors of PGT, Inc. (the "Company") under the PGT, Inc. Equity Incentive Plan on March 6, 2008, subject to stockholder approval of the Replacement Option Agreement executed by Mr. Ferrucci on March 6, 2008, under which the option was granted. The Company's stockholders approved the replacement option agreement on July 23, 2008.
- (2) (2) The option becomes exercisable in three equal annual installments beginning on March 6, 2009.
- (3) (3) The reporting person agreed to the cancellation of options granted to him on June 27, 2006, and February 27, 2007, in exchange for a new option having a lower exercise price.
- (4) (4) The option becomes exercisable in three equal annual installments beginning on June 27, 2007.
- (5) (5) The option becomes exercisable in two equal annual installments on February 27, 2008, and February 27, 2009.
- (6) (6) The option becomes exercisable in three equal annual installments beginning on February 27, 2008.

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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