

PGT, Inc.  
Form 4  
September 04, 2014

**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 \*  
Antonelli Todd A

(Last) (First) (Middle)

C/O PGT INDUSTRIES, 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)  
09/02/2014

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 | 09/02/2014 <sup>(1)</sup>            |  | M                              |   | 27,700  | A  | \$ 2.59                           |
|  |                                      |  |                                |   |   |  | 31,104                            |
| Common Stock, par value \$0.01 per share | 09/02/2014 <sup>(1)</sup>            |  | S                              |   | 27,700  | D  | \$ 10.61                          |
|  |                                      |  |                                |   |   |  | 3,404                             |
|  |                                      |  |                                |   |   |  | <sup>(2)</sup>                    |
| Common Stock, par value \$0.01 per share | 09/03/2014 <sup>(1)</sup>            |  | M                              |   | 1,500   | A  | \$ 2.59                           |
|  |                                      |  |                                |   |   |  | 4,904                             |
|  |                                      |  |                                |   |   |  | D                                 |

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|  |                           |   |        |   |                        |        |   |
|--|---------------------------|---|--------|---|------------------------|--------|---|
| Common Stock, par value \$0.01 per share | 09/03/2014 <sup>(1)</sup> | S | 1,500  | D | \$ 10.61<br><u>(2)</u> | 3,404  | D |
| Common Stock, par value \$0.01 per share | 09/04/2014 <sup>(1)</sup> | M | 20,028 | A | \$ 2.59                | 23,432 | D |
| Common Stock, par value \$0.01 per share | 09/04/2014 <sup>(1)</sup> | S | 20,028 | D | \$ 10.61<br><u>(3)</u> | 3,404  | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 2.59  | 09/02/2014                           |  | M                              | 49,228  | <u>(4)</u> 05/15/2022                                    | Common Stock  | 49,228                        |

## Reporting Owners

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

## Signatures

/s/ Todd  
Antonelli

09/04/2014

\_\_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) The transactions reported in this Form 4 were effected on September 2 & 3, 2014 pursuant to a binding Trading Plan executed by the reporting person on June 1, 2014.
- This transaction was executed in multiple trades at prices ranging from \$10.60 to \$10.63 per share. The price reported above reflects the
- (2) weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.
- This transaction was executed in multiple trades at prices ranging from \$10.60 to \$10.65 per share. The price reported above reflects the
- (3) weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.
- (4) 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. 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.