

PGT, Inc.
Form 4
June 05, 2015

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. [PGTI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2015

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)
President and COO

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 Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 06/03/2015 ⁽¹⁾ | | M | | 50,000 A \$ 2 | 88,182 | D |
| Common Stock, par value \$0.01 per share | 06/03/2015 ⁽¹⁾ | | S | | 50,000 D \$ 12.68 | 38,182 | D |
| Common Stock, par value \$0.01 per share | 06/05/2015 | | M | | 55,000 A \$ 2 | 93,182 | D |

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Common Stock, par value \$0.01 per share 06/05/2015 S 55,000 D 13.15 38,182 D (3)

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.

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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 | 06/03/2015 | | M | 50,000 | <u>(4)</u> 04/06/2020 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 2 | 06/05/2015 | | M | 55,000 | <u>(4)</u> 04/06/2020 | Common Stock | 55,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jackson Jeffrey T PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | | | President and COO | |

Signatures

/s/ Jeffrey T. Jackson 06/05/2015

**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) Transaction was effected pursuant to a binding Trading Plan executed by the reporting person on March 13, 2015.

This transaction was executed in multiple trades at prices ranging from \$12.50 to \$12.90 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 requested by the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from \$13.07 to \$13.25 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 requested by the SEC staff, the issuer, or a security holder of the issuer.

(4) An aggregate of 732,626 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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