

PGT, Inc.  
Form 4  
August 21, 2008

**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 \*  
Feintuch Richard D

(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)  
08/19/2008

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)

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)
				(A) or (D) Price			
Common Stock, par value \$0.01 per share	08/19/2008		X	6,018 (1) A	\$ 4.2 30,089	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
Subscription Rights (right to buy)	\$ 4.2	08/19/2008		X	6,018 <u>(2)</u>	08/19/2008 09/04/2008	Common Stock, par value \$0.01 per share	6,018

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feintuch Richard D C/O PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275		X		

## Signatures

/s/ Richard D. Feintuch  
08/21/2008

\_\_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).
- These shares of common stock, par value \$0.01 per share, of PGT, Inc. (the "Company") were purchased by Richard D. Feintuch upon exercise of subscription rights issued to holders of the Company's common stock as of the close of business on August 4, 2008, to purchase shares of Company's common stock at the subscription price of \$4.20 per share (the "Rights Offering") under his basic subscription privilege in the Rights Offering. Pursuant to the over-subscription privilege in the Rights Offering, Richard D. Feintuch may acquire up to 6,018 additional shares of the Company's common stock in the Rights Offering at the same subscription price on a pro rata basis if any shares of the Company's common stock are not purchased by other stockholders as of the expiration of the Rights Offering. As a result, the number of subscription rights exercised and shares of common stock acquired by Richard D. Feintuch may increase.
- (2) These subscription rights were exercised by Richard D. Feintuch under his basic subscription privilege in the Rights Offering as described above in Note 1.

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.