

LaPinska Deborah L  
 Form 4  
 December 13, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 LaPinska Deborah L

(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)  
 12/11/2012

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 or (D) Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 12/11/2012                           |  | M                              |   | 26,543 A \$ 0.92  | 43,484   | D                                 |
| Common Stock, par value \$0.01 per share | 12/11/2012                           |  | F                              |   | 11,144 (1) D \$ 4.35  | 32,340   | D                                 |
| Common Stock, par value \$0.01 per share | 12/11/2012                           |  | S                              |   | 15,399 D \$ 4.35  | 16,941   | D                                 |

## Edgar Filing: LaPinska Deborah L - Form 4

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)

| 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)                | \$ 0.92  | 12/11/2012                           |  | M                              | 26,543  | <sup>(2)</sup> 01/21/2019                                | Common Stock  | 26,543                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| LaPinska Deborah L<br>PGT, INC.<br>1070 TECHNOLOGY DRIVE<br>NORTH VENICE, FL 34275 |               |           | Vice President |       |

## Signatures

/s/ Deborah L. LaPinska  
12/13/2012

\*\*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 11,144 shares withheld at market price of \$4.35 per share less an exercise price of \$0.92 per share to fund the cashless exercise of 26,543 options owned by Mrs. LaPinska 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) Exercisable in three equal installments on each of January 21, 2010, January 21, 2011, and January 21, 2012.

**Remarks:**

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

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