

KOTLER MARY J  
 Form 4  
 July 25, 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 \*  
**KOTLER MARY J**

(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)  
**Vice President - Supply Chain**

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 (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Transaction(s) Price			
				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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.09	07/23/2008 <sup>(1)</sup>			A		16,668		<sup>(2)</sup>	03/06/2015	Common Stock, par value \$0.01 per share	16,668
Employee Stock Option (right to buy)	\$ 12.77	07/23/2008 <sup>(1)</sup>			D			8,334	<sup>(4)</sup>	02/27/2017	Common Stock, par value \$0.01 per share	8,334
Employee Stock Option (right to buy)	\$ 12.77	07/23/2008 <sup>(1)</sup>			D			8,334	<sup>(5)</sup>	02/27/2017	Common Stock, par value \$0.01 per share	8,334

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOTLER MARY J C/O PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275			Vice President - Supply Chain	

**Signatures**

/s/ Mary J. Kotler                      07/25/2008  
 \*\*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).
- (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 Ms. Kotler 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 an option granted to her on February 27, 2007, in exchange for a new option having a lower exercise price.

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(4) (4) The option becomes exercisable in two equal annual installments on February 27, 2008, and February 27, 2009.

(5) (5) 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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