

PGT, Inc.
Form 4
June 02, 2015

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCHUGH M JOSEPH

(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)
05/29/2015

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)

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 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)
Common Stock, par value \$0.01 per share	05/29/2015		M	45,538 A	\$ 1.98 91,409	D	
Common Stock, par value \$0.01 per share	05/29/2015		S	45,538 D	\$ 12.02 (1) 45,871	D	
Common Stock, par value \$0.01 per share	06/01/2015		M	29,462 A	\$ 1.98 75,333	D	

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Common
Stock, par
value \$0.01
per share

06/01/2015

S 29,462 D 12.09 45,871 D

(2)

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 (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)	\$ 1.98	05/29/2015		M	75,000	<u>(3)</u> 04/07/2020	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships
MCHUGH M JOSEPH C/O PGT, INC 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275	Director 10% Owner Officer Other
	X

Signatures

/s/ M. Joseph
McHugh

06/01/2015

 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).

This transaction was executed in multiple trades at prices ranging from \$12 to \$12.11 per share, The price reported above reflects the
(1) 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 \$12 to \$12.15 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.

(3) An aggregate of 96,774 options exercisable in three approximately equal annual installments beginning on April 7, 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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