

PGT, Inc.
Form 4
September 30, 2008

FORM 4

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

OMB APPROVAL

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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 *
MCHUGH M JOSEPH

(Last) (First) (Middle)
6334 GLENDORA AVE
(Street)
DALLAS, TX 75237
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PGT, Inc. [PGTI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2008

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)
Common Stock, par value \$0.01 per share	08/14/2008 ⁽⁵⁾		X	3,071 (1) (2) A	\$ 4.2 15,981	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 Security (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subscription Rights (right to buy)	\$ 4.2	08/14/2008 ⁽⁵⁾		X				08/14/2008	09/04/2008 ⁽⁴⁾	Common Stock, par value \$0.01 per share	3,071

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCHUGH M JOSEPH 6334 GLENDORA AVE DALLAS, TX 75237		X		

Signatures

/s/ M. Joseph
McHugh
Date: 09/30/2008

**Signature of Reporting Person

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) These shares of common stock, par value \$0.01 per share, of PGT, Inc. (the "Company") were purchased by M. Joseph McHugh ("Mr. McHugh") 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 and over-subscription privilege in the Rights Offering. This Form 4 reports the purchase of 2,568 shares of the Company's common stock under Mr. McHugh's basic subscription privilege and 503 shares under his over-subscription privilege in the Rights Offering. (Continued in Footnote 2.)
- (2) (Continued from Footnote 1.) Pursuant to the over-subscription privilege in the Rights Offering, Mr. McHugh was entitled to acquire up to 2,568 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 were not purchased by other stockholders as of the expiration of the Rights Offering, and he was notified that he was entitled to purchase a total of an additional 503 shares of the Company's common stock.
- (3) These subscription rights were exercised by Mr. McHugh under his basic subscription privilege and over-subscription privilege in the Rights Offering as described above in Notes 1 and 2.
- (4) The Rights Offering expired at 5:00 p.m., Eastern Daylight Time, on September 4, 2008. Mr. McHugh exercised his subscription rights under his basic subscription privilege and over-subscription privilege in the Rights Offering on August 14, 2008 and, after the expiration

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of the Rights Offering, he was notified of the number of shares of the Company's common stock he was entitled to purchase under his over-subscription privilege as described in Notes 1 and 2.

- (5) Pursuant to Item 405 of Regulation S-K, the Company expects to report in definitive proxy or information statements incorporated by reference in Part III of its annual report on Form 10-K for its 2008 fiscal year that Mr. McHugh's purchase of the Company's common stock under his basic subscription privilege, as described above in Note 1, was not reported on a timely filed Form 4, such transaction being reported herein.

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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