

PGT, Inc.
Form 4
May 14, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Gavit Linda

(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)
05/10/2007

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)

VP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 05/10/2007 | | M | | 5,296 | A | \$ 8.64 |
| | | | | | 482,405 | | |
| Common Stock, par value \$0.01 per share | 05/10/2007 | | M | | 43,696 | A | \$ 8.64 |
| | | | | | 526,101 | | |
| Common Stock, par value \$0.01 per share | 05/10/2007 | | S | | 500 | D | \$ 11.27 |
| | | | | | 525,601 | | |

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| | | | | | | | |
|---|------------|---|-------|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 700 | D | \$ 11.22 | 524,901 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 100 | D | \$ 11.2 | 524,801 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 515 | D | \$ 11.19 | 524,286 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 685 | D | \$ 11.18 | 523,601 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 600 | D | \$ 11.16 | 523,001 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 69 | D | \$ 11.11 | 522,932 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 431 | D | \$ 11.1 | 522,501 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 100 | D | \$ 11.09 | 522,401 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 900 | D | \$ 11.07 | 521,501 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 4,792 | D | \$ 11.06 | 516,709 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 700 | D | \$ 11.05 | 516,009 | D |
| | 05/10/2007 | S | 800 | D | | 515,209 | D |

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| | | | | | | | |
|--|------------|---|--------|---|----------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 11.04 | | |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 1,800 | D | \$ 11.03 | 513,409 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 1,847 | D | \$ 11.02 | 511,562 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 5,373 | D | \$ 11.01 | 506,189 | D |
| Common Stock, par value \$0.01 per share | 05/10/2007 | S | 42,080 | D | \$ 11 | 464,109 | 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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Common Stock Option | \$ 8.64 | 05/10/2007 | | M | 5,296 | <u>(1)</u> 07/06/2015 | Common Stock par value \$0.01 per share | 26,483 |
| Common Stock | \$ 8.64 | 05/10/2007 | | M | 43,696 | <u>(2)</u> 01/29/2014 | Common Stock par | 72,828 |

Option

value
\$0.01 per
share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gavit Linda C/O PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | | | VP, Human Resources | |

Signatures

/s/ Linda Gavit 05/14/2007

__Signature of Date
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) 20% presently exercisable; 20% will become exercisable on each of July 6, 2007, July 6, 2008, July 6, 2009, and July 6, 2010. The option is also subject to accelerated vesting, should the Company meet certain financial targets.
- (2) 60% is presently exercisable and 20% will become exercisable on each of January 29, 2008 and January 29, 2009. The option is also subject to accelerated vesting, should the Company meet certain financial targets.

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.