

PGT, Inc.
Form 4
July 08, 2016

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 *
Hershberger Rodney

(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)
07/06/2016

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)

CHAIRMAN and CEO

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 Price		
Common Stock, par value \$0.01 per share	07/06/2016		M		100,000 (1)	A	\$ 2 1,058,343 D
Common Stock, par value \$0.01 per share	07/06/2016 ⁽¹⁾		S		20,400	D	\$ 11.01 1,037,943 D (2)
Common Stock, par	07/07/2016 ⁽¹⁾		S		29,600	D	\$ 11.07 1,008,343 D

value (3)
 \$0.01 per
 share

Common
 Stock, par
 value 07/08/2016⁽¹⁾ S 50,000 D 11.43 958,343 D
 \$0.01 per
 share (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		
					V	(A) (D)		Title	Amount or Number of Shares	
Stock Option	\$ 2	07/06/2016		M		100,000	(5)	04/06/2020	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hershberger Rodney PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275	X		CHAIRMAN and CEO	

Signatures

/s/ Rodney
 Hershberger 07/08/2016

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) Transaction was effected pursuant to a binding Trading Plan executed by the reporting person on June 14, 2016.

This transaction was executed in multiple trades at prices ranging from \$11.00 to \$11.02 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.

This transaction was executed in multiple trades at prices ranging from \$11.00 to \$11.24 per share, The price reported above reflects the

(3) 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 \$11.25 to \$11.53 per share, The price reported above reflects the

(4) 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.

The option grant was approved by the board of directors of PGT, Inc. (the "Company") under the PGT, Inc. Amended and Restated 2006

(5) Equity Incentive Plan on March 18, 2010, subject to stockholder approval of the Amended and Restated 2006 Equity Incentive Plan. The Company's stockholders approved the Amended and Restated 2006 Equity Incentive Plan on April 6, 2010. The option became exercisable in five equal installments beginning on April 6, 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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