

KOTLER MARY J
Form 4
March 01, 2007

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 *
KOTLER MARY J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O PGT, INC., 1070
TECHNOLOGY DRIVE**

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP, Supply Chain Management

(Street)
NORTH VENICE, FL 34275

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price		
Common Stock, par value \$0.01 per share	02/27/2007		A		3,550 (1)	A	\$ 0 12,550 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)

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.77	02/27/2007		A	8,334	(2) 02/27/2017	Common Stock, par value \$0.01 per share	8,334
Employee Stock Option (right to buy)	\$ 12.77	02/27/2007		A	8,334	(3) 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			VP, Supply Chain Management	

Signatures

/s/ Mary J. Kotler 03/01/2007

**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) These shares were granted by the board of directors under the PGT, Inc. 2006 Equity Incentive Plan. An aggregate of 1,775 shares will vest on February 27, 2009, and an aggregate of 1,775 will vest on February 27, 2010.
- (2) These shares were granted by the board of directors under the PGT, Inc. 2006 Equity Incentive Plan and will become exercisable in two equal annual installments on February 27, 2008, and February 27, 2009.

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- (3) These shares were granted by the board of directors under the PGT, Inc. 2006 Equity Incentive Plan and will become exercisable in three equal annual installments on February 27, 2008, February 27, 2009, and February 27, 2010.

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.