

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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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 \*  
MCHUGH M JOSEPH

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)  
6334 GLENDORA AVE  
(Street)

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

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

DALLAS, TX 75237  
(City) (State) (Zip)

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

**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	08/14/2008 <sup>(5)</sup>		X		3,071 (1) (2) \$ 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)
Subscription Rights (right to buy)	\$ 4.2	08/14/2008 <sup>(5)</sup>		X	3,071 <u>(3)</u>	08/14/2008 09/04/2008 <sup>(4)</sup>	Common Stock, par value \$0.01 per share

## 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

09/30/2008

\*\*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 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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