PGT, Inc. Form 4 September 21, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * MCHUGH M JOSEPH

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

PGT, Inc. [PGTI]

(Month/Day/Year)

09/20/2006

X Director

below)

10% Owner Officer (give title Other (specify

C/O PGT, INC., 1070

TECHNOLOGY DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NORTH VENICE, FL 34275

(Street)

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(Month/Day/Year)

(Instr. 8) (Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common

per share

(City)

Stock, par 09/20/2006 value \$0.01

7,910

7,910

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

Edgar Filing: PGT, Inc. - Form 4

| | 1. Title of | 2. | 3. Transaction Date | 3A Deemed | 4. | 5. | 6. Date Exerc | cicable and | 7 Tit | le and | 8. Price of | 9. Nu |
|--|-------------|----------------|---------------------|--------------------|-------------|------------|------------------|-------------|--------|------------|-------------|---------|
| | | - - | | | | | | | | | | |
| | Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | | Expiration D | | | unt of | Derivative | Deriv |
| | Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Unde | rlying | Security | Secui |
| | (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | rities | (Instr. 5) | Bene |
| | | Derivative | | | | Securities | | | (Instr | . 3 and 4) | | Owne |
| | | Security | | | | Acquired | | | Ì | , | | Follo |
| | | | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | | | | | of (D) | | | | | | (Instr |
| | | | | | | (Instr. 3, | | | | | | (IIIsti |
| | | | | | | | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | | | | or | | |
| | | | | | | | Date | Expiration | TT:41 | | | |
| | | | | | | | Exercisable Date | | Number | | | |
| | | | | | | | | | | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | |
| MCHUGH M JOSEPH C/O PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | X | | | | | | |

Signatures

/s/ M. Joseph
McHugh

**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 and will vest in three equal annual installments on September 20, 2007, September 20, 2008 and September 20, 2009.

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.

Reporting Owners 2