

PGT, Inc.  
Form 4/A  
March 22, 2010

**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**

(Last) (First) (Middle)

6334 GLENDORA AVE

(Street)

DALLAS, TX 75237

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/26/2010**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/01/2010**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	02/26/2010		X		8,592 (1) (2) \$ 1.5	33,705	D

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

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(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)	Amount or Number of Shares
Subscription Rights (right to buy)	\$ 1.50	02/26/2010		X	8,592 (3)	02/12/2010 03/12/2010 <sup>(4)</sup>	Common Stock, par value \$0.01 per share	17,000

## 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

03/22/2010

\*\*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 upon exercise of subscription rights issued pro rata to holders of the Company's common stock as of the close of business on February 8, 2010, to purchase shares of the Company's common stock at a subscription price of \$1.50 per share (the "Rights Offering") under M. Joseph McHugh's over-subscription privilege in the Rights Offering. This Form 4 amends the Form 4 filed on March 1, 2010, which reported the purchase of 9,132 shares of the Company's common stock under M. Joseph McHugh's basic subscription privilege in the Rights Offering.

(2) Pursuant to the over-subscription privilege in the Rights Offering, M. Joseph McHugh was entitled to acquire, on a pro rata basis, a portion of any shares of the Company's common stock that were not purchased by other stockholders as of the expiration of the Rights Offering under the basic subscription privilege of the Rights Offering at the same subscription price of \$1.50 per share. On March 18, 2010, M. Joseph McHugh was notified that he purchased 8,592 additional shares of the Company's common stock.

(3) These subscription rights were exercised by M. Joseph McHugh under his 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 Time, on March 12, 2010. M. Joseph McHugh exercised subscription rights under his basic subscription privilege and over-subscription privilege in the Rights Offering on February 26, 2010, and was notified on March 18, 2010 of the number of shares of the Company's common stock he purchased under his over-subscription privilege, as described above in Notes 1 and 2.

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