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PGT, INC.

Reported by

LAPINSKA DEBORAH L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/13/12 for the Period Ending 12/11/12

Address	1070 TECHNOLOGY DRIVE NOKOMIS, FL 34275
Telephone	941-480-1600
CIK	0001354327
Symbol	PGTI
SIC Code	3442 - Metal Doors, Sash, Frames, Molding, and Trim Manufacturing
Industry	Constr. - Supplies & Fixtures
Sector	Capital Goods
Fiscal Year	01/01

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LaPinska Deborah L	**PGT, Inc. [PGTI]**	
(Last) (First) (Middle) **PGT, INC., 1070 TECHNOLOGY DRIVE**	3. Date of Earliest Transaction (MM/DD/YYYY) **12/11/2012**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **Vice President**
(Street) **NORTH VENICE, FL 34275** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	**12/11/2012**		**M**		**26543**	**A**	**$0.92**	**43484**	**D**	
Common Stock, par value $0.01 per share	**12/11/2012**		**F**		**11144** (1)	**D**	**$4.35**	**32340**	**D**	
Common Stock, par value $0.01 per share	**12/11/2012**		**S**		**15399**	**D**	**$4.35**	**16941**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	**$0.92**	**12/11/2012**		**M**			**26543**	(2)	**1/21/2019**	**Common Stock**	**26543**	**$0**	**0**	**D**	

Explanation of Responses:

(1) Reflects 11,144 shares withheld at market price of $4.35 per share less an exercise price of $0.92 per share to fund the cashless exercise of 26,543 options owned by Mrs. LaPinska and the tax liability associated therewith. Such cashless exercise was in accordance with terms and provisions of the Company's Amended and Restated 2006 Equity Incentive Plan as approved by the Board of Directors.

(2) Exercisable in three equal installments on each of January 21, 2010, January 21, 2011, and January 21, 2012.

Remarks:

The transactions reported in the above Table 1 reflect the cashless exercise of stock options. The cashless exercise of the options is reported in two lines. The first line of the cashless exercise transaction is coded M in Column 3 of Table 1 and reports in Column 4 the number of shares issuable upon exercise of the options had cash been paid to exercise the options, together with the exercise price. The line coded F in Column 3 of Table I relates to the same cashless

exercise on the preceding line and reports in Column 4 the number of shares deducted from the total number of shares issuable to pay for the cashless exercise of such options. The line coded S in Column 3 of Table I relates to the same cashless exercise on the preceding lines and represents in Column 4 the number of shares sold in an open market transaction. The number of derivative securities owned after the transactions reported in Column 9 of Table II above includes only stock options with the same exercise price and expiration date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LaPinska Deborah L **PGT, INC.** **1070 TECHNOLOGY DRIVE** **NORTH VENICE, FL 34275**			**Vice President**	

Signatures

/s/ Deborah L. LaPinska — ** Signature of Reporting Person

12/13/2012 — Date

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

***** 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).

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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