

SHERMAN FLOYD F
Form 4
April 09, 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 *
SHERMAN FLOYD F

(Last) (First) (Middle)

BUILDERS FIRSTSOURCE
INC., 2001 BRYAN STREET,
SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/07/2010

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

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.98	04/07/2010	A		43,008 (1)		(2)	04/07/2020	Common Stock, par value \$0.01 per share	43,008
Stock Option (Right to Buy)	\$ 1.98	04/07/2010	A		24,193 (1)		(3)	04/07/2020	Common Stock, par value \$0.01 per share	24,193
Stock Option (Right to Buy)	\$ 1.98	04/07/2010	A		64,516 (1)		(4)	04/07/2020	Common Stock, par value \$0.01 per share	64,516

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERMAN FLOYD F BUILDERS FIRSTSOURCE INC. 2001 BRYAN STREET, SUITE 1600 DALLAS, TX 75201	X			

Signatures

/s/ Floyd F. Sherman
04/09/2010

**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) (1) On October 27, 2009, the Board of Directors of PGT, Inc. approved changes regarding compensation of certain directors, including the reporting person, and such changes include: (a) in lieu of an annual cash retainer of \$40,000, an annual grant under the PGT 2006 Equity Incentive Plan of stock options with a fair market value at the time of issuance of approximately \$40,000; and (b) in lieu of a grant of restricted shares of common stock with a value at the time of issuance of approximately \$40,000 per year for each year of service as a director, a grant under the Company's 2006 Equity Incentive Plan of stock options with a fair market value at the time of issuance of

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approximately \$40,000 per year for each year of service as a director.

- (2) (2) 100% is immediately exercisable.
- (3) (3) The option becomes exercisable in three approximately equal installments on each of July 3, 2010, October 2, 2010, and January 1, 2011.
- (4) (4) The option becomes exercisable in two equal annual installments beginning on April 7, 2011 and April 7, 2012.

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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