Feintuch Richard D Form 4/A September 30, 2008

FORM 4

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

OMB 3235

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

obligations

may continue.

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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

SECURITIES

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Feintuch Richard D			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)	3. Date of Earliest Transaction	` 		
PGT, INC., 1070 TECHNOLOGY DRIVE			(Month/Day/Year) 08/19/2008	X Director 10% Owner Officer (give title Other (specification) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NORTH VE	ENICE, FL 3	4275	Filed(Month/Day/Year) 08/21/2008	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	08/19/2008		X	7,197 (1) (2)	A	\$ 4.2	31,268	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. Transactic Code (Instr. 8)	5. Number 6. Date Exercisable and Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amou Underlying Securi (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Subscription Rights (right to buy)	\$ 4.2	08/19/2008		X	7	7,197 (3)	08/19/2008	09/04/2008(4)	Common Stock, par value \$0.01 per share	7,1

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Feintuch Richard D PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275	X						

Signatures

/s/ Richard D.
Feintuch

_**Signature of Reporting Person

O9/30/2008

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).

These shares of common stock, par value \$0.01 per share, of PGT, Inc. (the "Company") were purchased by Richard D. Feintuch ("Mr. Feintuch") 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/A amends the Form 4 filed on August 21, 2008, which reported the purchase of 6,018 shares of the Company's common stock under Mr. Feintuch's basic subscription privilege in the Rights Offering. (Continued in Footnote 2.)

- (Continued from Footnote 1.) Pursuant to the over-subscription privilege in the Rights Offering, Mr. Feintuch was entitled to acquire up to an additional 6,018 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 an additional 1,179 shares of the Company's common stock.
- (3) These subscription rights were exercised by Mr. Feintuch under his basic subscription privilege and over-subscription privilege in the Rights Offering as described above in Notes 1 and 2.

Reporting Owners 2

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The Rights Offering expired at 5:00 p.m., Eastern Daylight Time, on September 4, 2008. Mr. Feintuch exercised his subscription rights under his basic subscription privilege and over-subscription privilege in the Rights Offering on August 19, 2008 and, after the expiration 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.

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.