

Cross C Douglas
Form 4/A
September 30, 2008

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 *
Cross C Douglas

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 (Month/Day/Year)
09/03/2008

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

C/O PGT, INC., 1070 TECHNOLOGY DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/05/2008

VP - Vinyl Product Stream

NORTH VENICE, FL 34275

(City) (State) (Zip)

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 | 09/03/2008 | | X | | 616 ⁽¹⁾ / ₍₂₎ A \$ 4.2 | 2,674 | D |

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

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

| 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subscription Rights (right to buy) | \$ 4.2 | 09/03/2008 | | X | 616 (3) | 08/06/2008 09/04/2008 ⁽⁴⁾ | Common Stock, par value \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cross C Douglas C/O PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | | | VP - Vinyl Product Stream | |

Signatures

/s/ C. Douglas
Cross 09/30/2008

**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 C. Douglas Cross ("Mr. Cross") 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 September 5, 2008, which reported the purchase of 515 shares of the Company's common stock under Mr. Cross' basic subscription privilege in the Rights Offering. (Continued in Footnote 2.)

(2) (Continued from Footnote 1.) Pursuant to the over-subscription privilege in the Rights Offering, Mr. Cross was entitled to acquire up to an additional 515 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

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notified that he was entitled to purchase an additional 101 shares of the Company's common stock.

- (3) These subscription rights were exercised by Mr. Cross under his basic subscription privilege and 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 Daylight Time, on September 4, 2008. Mr. Cross exercised his subscription rights under his basic subscription privilege and over-subscription privilege in the Rights Offering on September 3, 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.

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