

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. _____) *

APOGEE ENTERPRISES, INC.

(Name of Issuer)

Common stock, par value of \$.33 1/3 per share

(Title of Class of Securities)

037598109

(CUSIP Number)

Donald W. Goldfus, Trustee, Revocable Trust of Russell H. Baumgardner
Apogee Enterprises, Inc., 7900 Xerxes Ave. So., Ste. 1800, Minneapolis, MN 55431

(612) 835-1874

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 5, 1994

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ☐.

Check the following box ☒ if a fee is being paid with the statement /X/. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filed out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

CUSIP NO. 037598109

13D

PAGE 2 OF 8 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Revocable Trust of Russell H. Baumgardner
41-6280018

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /_/
(b) /X/

3 SEC USE ONLY

4 SOURCE OF FUND*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/_/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Trust governed by the laws of Minnesota

NUMBER OF	7	SOLE VOTING POWER
SHARES		2,281,114
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		2,281,114
PERSON	10	SHARED DISPOSITIVE POWER
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,281,114

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
/_/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.127%

14 TYPE OF REPORTING PERSON*
00 (TRUST)

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO.

13D

PAGE 3 OF 8 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Laurance J. Niederhofer
S.S. #470-30-5256

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /_/
(b) /X/

Trustee of Revocable Trust of Russell H. Baumgardner

3 SEC USE ONLY

4 SOURCE OF FUND*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/_/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		290,725
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		2,289,072
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON	10	SHARED DISPOSITIVE POWER
WITH		2,289,072

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
290,725

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
/_/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.18%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO.

13D

PAGE 4 OF 8 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Donald W. Goldfus

S.S. #473-30-4695

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /_/
(b) /X/

Trustee of Revocable Trust of Russell H. Baumgardner

3 SEC USE ONLY

4 SOURCE OF FUND*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/_/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES 331,237

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 2,281,114

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 2,281,114

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

331,237

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/_/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.49%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO.

13D

PAGE 5 OF 8 PAGES

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

O. Walter Johnson

S.S. #476-20-2596

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /_/
(b) /X/

Trustee of Revocable Trust of Russell H. Baumgardner

3 SEC USE ONLY

4 SOURCE OF FUND*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/_/_

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		2,383
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		2,281,114
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON	10	SHARED DISPOSITIVE POWER
WITH		2,218,114

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,383

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/_/_

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.02%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

On January 5, 1994, Russell H. Baumgardner died. During his lifetime, Baumgardner, as the settlor of the Revocable Trust of Russell H. Baumgardner ("Revocable Trust"), had the right to revoke the trust, to vote the stock of any corporation held in the trust and to direct all investments of trust assets. The Revocable Trust owned 2,281,114 shares of Common Stock, par value \$.33 1/3 per share (the "Common Stock"), of Apogee Enterprises, Inc. (the "Company") prior to Mr. Baumgardner's death and continues to own such Common Stock.

ITEM 1. SECURITY AND ISSUER.

This statement relates to the Common Stock of the Company. The Company's principal executive offices are located at 7900 Xerxes Avenue South, Suite 1800, Minneapolis, Minnesota 55431. The principal executive officers of the Company

are Gary W. Haider, Gerald K. Anderson, Larry Anderson, Donald W. Goldfus, William G. Gardner, Thomas N. Adamson and James L. Martineau. The address of the principal executive officers is 7900 Xerxes Avenue South, Suite 1800, Minneapolis, Minnesota 55431.

ITEM 2. IDENTITY AND BACKGROUND.

(a)-(c), (f) The Revocable Trust is a trust governed by the laws of Minnesota. The addresses of the trustees of the Revocable Trust are set forth below.

(d) None.

(e) None.

The following table sets forth the names, business addresses, and principal occupation of each trustee of the Revocable Trust:

NAME AND ADDRESS	PRINCIPAL OCCUPATION
-----	-----
Donald W. Goldfus 7900 Xerxes Avenue South Suite 1800 Minneapolis, MN 55431	Chairman of the Board of Directors and Chief Executive Officer of the Company
Laurence J. Niederhofer 7900 Xerxes Avenue South Suite 1800 Minneapolis, MN 55431	Vice Chairman of the Board of Directors of the Company
O. Walter Johnson 7900 Xerxes Avenue South Suite 1800 Minneapolis, MN 55431	Chairman and Chief Executive Officer of Clutch & U-Joints, Inc.

Page 6 of 8 Pages

All of the trustees listed above are United States citizens. During the last five years, no trustee has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has been a party to a civil proceeding of a judicial or administrative body that resulted in a judgment, decree or final order regarding violations of federal or state securities laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The shares of Common Stock owned by the Revocable Trust previously have been reported by Russell H. Baumgardner on Schedule 13G. The shares of Common Stock owned by the Revocable Trust are now being reported directly by the Revocable Trust.

ITEM 4. PURPOSE OF TRANSACTION.

See Item 3.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) Aggregate number of shares: 2,281,114 shares of Common Stock, \$.33 1/3 par value, are owned by the Revocable Trust. The shares owned by the Revocable Trust represent 17.127% of the shares outstanding.
- (b) Number of shares with sole voting and disposition power: 2,281,114 shares of Common Stock, \$.33 1/3 par value.
- (c) Transactions within the past 60 days: None.
- (d) N/A

(e) N/A

The trustees share the power to vote or direct the vote and to dispose or direct the disposition of all shares held by the Trust. Any additional shares of Common Stock of the Company owned by individual trustees are listed on the Cover Page relating to such trustee.

ITEMS 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT

TO SECURITIES OF THE ISSUER.

None with respect to the Revocable Trust other than the Revocable Trust Agreement.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A - Joint Filing Agreement

Exhibit B-1 - Power of Attorney - Laurence J. Niederhofer

Exhibit B-2 - Power of Attorney - Donald W. Goldfus

Exhibit B-3 - Power of Attorney - O. Walter Johnson

Page 7 of 8 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: January 13, 1994

REVOCABLE TRUST OF
RUSSELL H. BAUMGARDNER

By: Donald W. Goldfus

Donald W. Goldfus, Trustee

By: Laurence J. Niederhofer

Laurence J. Niederhofer, Trustee

By: O. Walter Johnson

O. Walter Johnson, Trustee

page 8 of 8 Pages

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock of Apogee Enterprises, Inc., a Minnesota corporation, executed on January 13, 1994, is, and any amendments thereto shall be, filed on behalf of each of us pursuant to and in accordance with the

provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

Dated: January 13, 1994

THE REVOCABLE TRUST OF
RUSSELL H. BAUMGARDNER

By Laurence J. Niederhofer

Laurence J. Niederhofer, Trustee

By Donald W. Goldfus

Donald W. Goldfus, Trustee

By O. Walter Johnson

O. Walter Johnson, Trustee

EXHIBIT B-1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Donald W. Goldfus and O. Walter Johnson, or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, in any and all capacities, to sign a Schedule 13D and any amendments thereto with respect to securities of Apogee Enterprises, Inc. beneficially owned by the undersigned, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratifies and confirms all that said attorney-in-fact and agent, or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been executed on the 13th day of January, 1994, by the undersigned:

Laurence J. Niederhofer

Laurence J. Niederhofer

EXHIBIT B-2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Laurence J. Niederhofer and O. Walter Johnson, or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, in any and all capacities, to sign a Schedule 13D and any amendments thereto with respect to securities of Apogee Enterprises, Inc. beneficially owned by the undersigned, and to file the same, with all exhibits

thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratifies and confirms all that said attorney-in-fact and agent, or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been executed on the 13th day of January, 1994, by the undersigned:

Donald W. Goldfus

Donald W. Goldfus

EXHIBIT B-3

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Laurence J. Niederhofer and Donald W. Goldfus, or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, in any and all capacities, to sign a Schedule 13D and any amendments thereto with respect to securities of Apogee Enterprises, Inc. beneficially owned by the undersigned, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratifies and confirms all that said attorney-in-fact and agent, or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been executed on the 13th day of January, 1994, by the undersigned:

O. Walter Johnson

O. Walter Johnson