SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

1. Name and Address HUFFER RUS	1 0	*	2. Issuer Name and Ticker or Trading Symbol <u>APOGEE ENTERPRISES INC</u> [APOG]		tionship of Reporting Person(all applicable) Director Officer (give title	(s) to Issuer 10% Owner Other (specify
(Last) (First)	(Firct)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)
			04/28/2009		Chairman of Board, C	EO, Pres
7900 XERXES A	VENUE SOUTH					-,
SUITE 1800						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing (C	heck Applicable
(Street)				Line)		
MINNEAPOLIS	MN	55431-1159		X	Form filed by One Reportir	ng Person
	IVIIN				Form filed by More than Or Person	ne Reporting
(City)	(State)	(Zip)				

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	04/09/2009		G	v	4,000	D	\$ <mark>0</mark>	295,483	D			
Common Stock	04/28/2009		A		9,859	Α	\$ <mark>0</mark>	305,342	D			
Common Stock	04/28/2009		F		22,065	D	\$13.335	323,277	D			
Common Stock	04/28/2009		A		49,619(1)	A	\$ <mark>0</mark>	372 , 896 ⁽²⁾	D			
Common Stock								32,560	I	By Spouse		
Common Stock								8,851 ⁽³⁾	I	401(k) Plan		

 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. Transa Code (8)		of Expirat		Expiration Da	Expiration Date Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: 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				
Performance Share Units	\$0 ⁽⁴⁾	04/28/2009		A		53,125		(5)	05/02/2012	Common stock	53,125	\$ <mark>0</mark>	53,125	D	

Explanation of Responses:

1. Vest in three equal annual installments beginning on the first anniversary date of award.

2. Includes shares acquired under the ESPP as of 3/31/09, shares of restricted stock granted under the Partnership Plan, performance shares and shares distributed from the Partnership Plan that are now directly owned.

3. Represents the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under the Apogee 401(k) Retirement Plan per the Trustee's 3/31/09 statement. Shares of common stock are not directly allocated to the Plan participants, but are instead held in a unitized fund consisting primarily of common stock and a small percentage of short-term investments. Participants acquire units in this fund.

4. Settled 1-for-1.

5. The actual number of performance shares the reporting person will receive at the end of the performance period will be based on pre-determined corporate financial performance criteria. If the threshold level of performance is not met, no performance shares will be issued pursuant to the Performance Share Unit Agreement.



04/30/2009

** Signature of Reporting Person 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.