SEC Form 4

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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								
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			or economication of the investment company rist of 1040						
		n*	2. Issuer Name and Ticker or Trading Symbol APOGEE ENTERPRISES INC [APOG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner			
					Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/30/2005		below)	below)			
RIMAGE COR	PORATION		12/30/2003						
7725 WASHINGTON AVENUE SOUTH		OUTH		<u> </u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X	Form filed by One Repo	orting Person			
MINNEAPOLIS 5543		55439			Form filed by More than Person	One Reporting			
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

 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)		Secu Acqu (A) o Dispo of (D	vative rities lired r osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	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				
Phantom Stock Units (1)	\$0 ⁽²⁾	12/30/2005		А		949		08/08/1988 ⁽¹⁾	08/08/1988 ⁽¹⁾	Common Stock	949	\$16.22	16,901	D	
Phantom Stock Units (1)	\$0 ⁽²⁾	12/30/2005		A ⁽³⁾		63		08/08/1988 ⁽¹⁾	08/08/1988 ⁽¹⁾	Common Stock	63	\$16.22	16,964	D	

Explanation of Responses:

1. The phantom stock units were allocated under the Deferred Compensation Plan for Non-Employee Directors. The units of phantom stock will be settled in shares of common stock following the director's termination from the Board or death, or following the occurrence of other events specified in the Plan.

2. Settled 1-for-1

3. Units acquired pursuant to a dividend equivalent reinvestment feature of the Deferred Compensation Plan for Non-Employee Directors.

/s/ Patricia A. Beithon,

Attorney-in-Fact for Bernard P. 01/03/2006 Aldrich

** 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.