
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report: April 26, 2006
(Date of earliest event reported)

APOGEE ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 0-6365

Minnesota
(State or other jurisdiction
of incorporation)

41-0919654
(IRS Employer
Identification No.)

**7900 Xerxes Avenue South, Suite 1800,
Minneapolis, Minnesota 55431**
(Address of principal executive offices, including zip code)

(952) 835-1874
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 1.01 Entry into a Material Definitive Agreement.

On April 26, 2006, the Board of Directors of Apogee Enterprises, Inc. (the “Company”) appointed Stephen C. Mitchell, Chair of the Company’s Nominating and Corporate Governance Committee and member of the Company’s Compensation Committee, as Lead Director. The Company’s Board of Directors also approved an annual retainer of \$12,500 to be paid to the Lead Director, effective May 1, 2006.

Under the Company’s Corporate Governance Guidelines, as amended, the Lead Director will: (1) preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; (2) serve as a liaison between the Chairman and the non-employee directors; (3) approve meeting agendas for the Board; (4) approve meeting schedules to assure that there is sufficient time for discussion of all agenda items; (5) establish guidelines for management on the quality, quantity and timeliness of information sent to the Board; (6) have the authority to call meetings of the non-employee directors; (7) recommend to the Chairman the retention of outside advisors and consultants who report directly to the Board on board-wide issues; and (8) if requested by major shareholders, ensure that he or she is available for consultation and direct communication.

A summary sheet outlining the compensation paid by the Company to its non-employee directors is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being filed with this Current Report on Form 8-K:

10.1 Summary of Director Compensation for Apogee Enterprises, Inc., effective May 1, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

APOGEE ENTERPRISES, INC.

By: /s/ James S. Porter

James S. Porter
Chief Financial Officer

Date: May 2, 2006

EXHIBIT INDEX

Exhibit Number	Description
10.1	Summary of Director Compensation for Apogee Enterprises, Inc., effective May 1, 2006.

SUMMARY OF DIRECTOR COMPENSATION FOR APOGEE ENTERPRISES, INC.
(Effective May 1, 2006)

Retainer and Fees

The Company's non-employee directors receive the following retainers and fees:

- Annual Board Retainer: \$28,000
- Annual Lead Director Retainer: \$12,500
- Annual Audit Committee Chair Retainer: \$8,000
- Annual Compensation Committee Chair Retainer: \$4,000
- Annual Nominating and Corporate Governance Committee Chair Retainer: \$4,000
- Annual Finance and Enterprise Risk Committee Chair Retainer: \$4,000
- Meeting Fee: \$1,000 for each meeting of the Board of Directors or its committees attended either in person or by telephone
- Meeting Fee for the Chair of the Audit Committee for Each Meeting Chaired: \$2,500
- Meeting Fee for the Chair of the Compensation Committee for Each Meeting Chaired: \$1,500.
- Meeting Fee for the Chair of the Nominating and Corporate Governance Committee for each Meeting Chaired: \$1,500.
- Meeting Fee for the Chair of the Finance and Enterprise Risk Committee for each Meeting Chaired: \$1,500.

Stock Options

Non-employee directors also receive both an automatic fixed grant of options to purchase 4,000 shares of the Company's common stock and a variable, dollar-denominated stock option grant such that the total number of shares subject to both types of options will provide the Company's non-employee directors with total dollar-denominated, equity-based compensation equal to the dollar-denominated, equity-based compensation received by non-employee directors in the 50th percentile of a comparator group of public companies. However, the total number of shares subject to both types of options granted in any one calendar year may not exceed 10,000 shares per non-employee director. These stock options vest in full six months after the date of grant and have an exercise price equal to the fair market value of the Company's common stock on the date of grant.

Employee Stock Purchase Plan

Non-employee directors also may elect to participate in the Company's Employee Stock Purchase Plan. Under the plan, participants can purchase the Company's common stock by contributing up to \$500 per week, with the Company contributing an amount equal to 15% of each participant's weekly contribution.

Deferred Compensation Plan for Non-Employee Directors

Non-employee directors also may elect to participate in the Company's Deferred Compensation Plan for Non-Employee Directors. Under the plan, participants may defer a portion of their annual retainer and meeting fees into deferred stock accounts. The Company matches 10% of the elected deferral. Each participating director receives a credit of shares of the Company's common stock in an amount equal to the amount deferred divided by the fair market value of one share as of the crediting date. These accounts also are credited, as of the crediting date, with

an amount equal to the dividend paid on one share of the Company’s common stock multiplied by the number of shares credited to each account. Participating directors may elect to receive the amounts credited to their accounts at a fixed date, at age 70 or following death or retirement from the Board of Directors. The amounts will be paid out in the form of shares of the Company’s common stock (plus cash in lieu of fractional shares) either in a lump sum or in installments, at the participating director’s election.

Group Medical and Dental Insurance Plan

Non-employee directors also may elect to participate in the Company’s group welfare plan, which provides medical and dental insurance coverage to the Company’s employees. Non-employee directors may obtain single or family medical and dental coverage on the same terms as the Company’s employees.

Charitable Matching Contributions Program for Non-Employee Directors

Under the charitable matching contributions program for eligible non-employee directors, the Company will match cash or publicly traded stock contributions made to cultural, educational, social, medical or health related charitable organizations that are exempt from federal income tax and qualify as a charity to which individuals can make a tax-deductible contribution. The maximum amount that will be matched by the Company is \$2,000 per eligible non-employee director per calendar year.