

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
Under the Securities Act  
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APOGEE ENTERPRISES, INC.  
(Exact name of registrant as specified in its charter)

Minnesota 41-0919654  
(State or other jurisdiction (I.R.S. Employer Identification No.)  
of incorporation or organization)

7900 Xerxes Avenue South, Suite 1800  
Minneapolis, Minnesota 55431  
(612) 835-1874  
(Address, including zip code, and telephone number,  
including area code, of principal executive offices)

Amended and Restated 1987 Apogee Enterprises, Inc. Partnership Plan  
(Full title of plan)

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Martha L. Richards, Esq.  
General Counsel  
Apogee Enterprises, Inc.  
7900 Xerxes Avenue South, Suite 1800  
Minneapolis, Minnesota 55431  
(612) 835-1874

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copy to:

Robert A. Rosenbaum, Esq.  
Dorsey & Whitney LLP  
Pillsbury Center South  
220 South Sixth Street  
Minneapolis, Minnesota 55402  
(612) 340-5681

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Approximate date of commencement of proposed sale to the public: from time  
to time after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered (1)	Proposed Maximum Offering Price per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock (\$ .33-1/3 par value)	1,000,000	\$14.5625	\$14,562,500.00	\$4,296.00

- (1) The number of shares being registered represents the number of additional shares of Common Stock that may be issued pursuant to the Amended and Restated 1987 Apogee Enterprises, Inc. Partnership Plan, as amended (the "Plan"), in addition to 2,200,000 shares previously registered under the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h), based upon the average of the high and low prices for the Common Stock as reported by the Nasdaq National Market on June 23, 1998.

PART II.  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Apogee Enterprises, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission"), are incorporated by reference in this Registration Statement, as of their respective dates:

(1) the Annual Report on Form 10-K for the year ended February 28, 1998; and

(2) the description of the Company's Common Stock contained in the Company's Registration Statement filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any amendment or report filed to update such description filed subsequent to the date of this Prospectus and prior to the termination of the offering of the Common Stock offered hereby.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the termination of the offering of the Common Stock shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents. Any statement contained herein or in a document all or part of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

The Company is subject to Minnesota Statutes, Chapter 302A. Section 302A.521 provides that a corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of the former or present official capacity (as defined) of such person against judgments, penalties, fines (including, without limitation, excise taxes assessed against such person with respect to an employee benefit plan), settlements and reasonable expenses, including attorneys' fees and disbursements, incurred by such person in connection with the proceeding, if, with respect to the acts or omissions of such person complained of in the proceedings, such person (1) has not been indemnified therefor by another organization or employee benefit plan; (2) acted in good faith; (3) received no improper personal benefit and Section 302A.255 (with respect to director conflicts of interest), if applicable, has been satisfied; (4) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and (5) reasonably believed that the conduct was in the best interests of the corporation in the case of acts or omissions in such person's official capacity for the corporation, or reasonable believed that the conduct was not opposed to the best interests of the corporation in the case of acts or omissions in such person's official capacity for other affiliated organizations. The Company's Restated Bylaws provide that the Company shall indemnify such persons, for such liabilities and expenses, in such manner, under such circumstances, and to such extent as required or permitted by Section 302A.521, as now enacted or hereafter amended.

The Company also maintains an insurance policy or policies to assist in funding indemnification of directors and officers for certain liabilities.

Item 8. Exhibits.  
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5.1 Opinion of Dorsey & Whitney LLP concerning legality.

23.1 Consent of KPMG Peat Marwick LLP.

23.2 Consent of Dorsey & Whitney LLP (included in Exhibit 5 above).

24.1 Power of Attorney.

Item 9. Undertakings.

A. Post-Effective Amendments.

The undersigned issuer hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1993, as amended (the "Securities Act");

(b) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(c) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

PROVIDED, HOWEVER, that subparagraphs (a) and (b) above do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those subparagraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

B. Subsequent Documents Incorporated by Reference.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Claims for Indemnification.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or other controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on this 30th day of June, 1998.

Apogee Enterprises, Inc.

By: /s/ Russell Huffer

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 Russell Huffer  
 Chief Executive Officer and President

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	Date ----
/s/ Donald W. Goldfus ----- Donald W. Goldfus	Chairman of the Board of Directors	June 30, 1998
/s/ Russell Huffer ----- Russell Huffer	Chief Executive Officer, President and Director	June 30, 1998
/s/ Robert G. Barbieri ----- Robert G. Barbieri	Vice President and Chief Financial Officer	June 30, 1998
/s/ James L. Martineau ----- James L. Martineau	Executive Vice President and Director	June 30, 1998
/s/ Jerome B. Cohen ----- Jerome B. Cohen	Director	June 30, 1998
/s/ Barbara B. Grogan ----- Barbara B. Grogan	Director	June 30, 1998
/s/ Harry A. Hammerly ----- Harry A. Hammerly	Director	June 30, 1998
/s/ Stephen C. Mitchell ----- Stephen C. Mitchell	Director	June 30, 1998
/s/ Laurence J. Niederhofer ----- Laurence J. Niederhofer	Director	June 30, 1998
/s/ D. Eugene Nugent ----- D. Eugene Nugent	Director	June 30, 1998
/s/ Michael E. Shannon ----- Michael E. Shannon	Director	June 30, 1998

EXHIBIT INDEX

Exhibit Number	Exhibit
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23.1	Consent of KPMG Peat Marwick LLP.
24.1	Power of Attorney.

[Dorsey & Whitney LLP Letterhead]

June 30, 1998

Apogee Enterprises, Inc.  
7900 Xerxes Avenue South  
Suite 1800  
Minneapolis, MN 55431

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Apogee Enterprises, Inc., a Minnesota corporation (the "Company"), in connection with a Registration Statement on Form S-8 relating to the sale by the Company from time to time of up to 1,000,000 additional shares of Common Stock, \$.33-1/3 par value, of the Company (the "Shares"), initially issuable upon the grant of awards pursuant to the Company's Amended and Restated 1987 Apogee Enterprises, Inc. Partnership Plan (the "Plan").

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of the opinion set forth below.

In rendering our opinion set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance, delivery and payment therefor in accordance with the terms of the Plan under which such Shares are issued, will be validly issued, fully paid and nonassessable.

Our opinion expressed above is limited to the laws of the State of Minnesota.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ DORSEY & WHITNEY LLP

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INDEPENDENT AUDITORS' CONSENT

The Board of Directors  
Apogee Enterprises, Inc.:

We consent to the use of our report dated April 8, 1998, except as to Note 6 for which the date is May 22, 1998, relating to the consolidated balance sheets of Apogee Enterprises, Inc. and subsidiaries as of February 28, 1998 and March 1, 1997, and the related consolidated results of operations, statements of shareholders' equity and statements of cash flows for each of the years in the three-year period ended February 28, 1998, which report is included in the annual report on Form 10-K of Apogee Enterprises, Inc.

/s/ KPMG Peat Marwick LLP

Minneapolis, Minnesota  
June 30, 1998



POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Russell Huffer, Robert G. Barbieri and Martha L. Richards, with full power to each to act without the other, his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Apogee Enterprises, Inc. (the "Company") relating to the registration of an additional 1,000,000 shares of Company Common Stock that may be issued from time to time pursuant to the Company's Amended and Restated 1987 Apogee Enterprises, Inc. Partnership Plan, and any or all amendments or post-effective amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and file the same with such state commissions and other agencies as necessary, granting unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed on this 30th day of June, 1998, by the following persons:

/s/ Robert G. Barbieri  
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Robert G. Barbieri

/s/ James L. Martineau  
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James L. Martineau

/s/ Jerome B. Cohen  
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Jerome B. Cohen

/s/ Stephen C. Mitchell  
-----  
Stephen C. Mitchell

/s/ Donald W. Goldfus  
-----  
Donald W. Goldfus

/s/ Laurence J. Niederhofer  
-----  
Laurence J. Niederhofer

/s/ Barbara B. Grogan  
-----  
Barbara B. Grogan

/s/ D. Eugene Nugent  
-----  
D. Eugene Nugent

/s/ Harry A. Hammerly  
-----  
Harry A. Hammerly

/s/ Michael E. Shannon  
-----  
Michael E. Shannon

/s/ Russell Huffer  
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Russell Huffer