

**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: October 19, 2005
(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.

Amendment to the Partnership Plan

On October 19, 2005, the Compensation Committee of the Board of Directors of Apogee Enterprises, Inc. (the "Company") approved an amendment to the Company's Amended and Restated 1987 Partnership Plan (the "Partnership Plan") to reduce the number of shares reserved for issuance under the plan by 600,000 shares (the "Amendment").

The Partnership Plan, a plan designed to increase the ownership of the Company's stock by key employees, allows participants selected by the Compensation Committee of the Board of Directors to defer earned incentive compensation through the purchase of the Company's common stock. The purchased stock is then matched by an equal award of restricted stock, which vests over a predetermined period.

As previously disclosed in the Company's proxy statement for its 2005 Annual Meeting of Shareholders, the Compensation Committee has implemented a new executive compensation program for fiscal 2006 (the "New Program"). In connection with the New Program, the Compensation Committee has determined to cease offering participation in the Partnership Plan for fiscal 2006 and beyond. Because the Partnership Plan is no longer a part of the Company's executive compensation program, the Compensation Committee determined to decrease the number of shares reserved for issuance under the Partnership Plan by 600,000 shares.

A copy of the Partnership Plan has been previously filed with the Securities and Exchange Commission as Appendix A-2 to the Company's proxy statement for its 2001 Annual Meeting of Shareholders. In addition, a copy of an amendment to the Partnership Plan has been filed with the Securities and Exchange Commission as Exhibit A to the Company's proxy statement for its 2003 Annual Meeting of Shareholders. A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Retainer for Compensation, Nominating and Corporate Governance, and Finance Committee Chairs

On October 20, 2005, the Company's Board of Directors approved an annual retainer of \$4,000 to be paid to the Chairs of the Compensation, Nominating and Corporate Governance, and Finance committees, effective July 1, 2005. A summary sheet outlining the compensation paid by the Company to its non-employee directors is attached hereto as Exhibit 10.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

The following exhibits are being filed with this Current Report on Form 8-K:

- 10.1 Amendment, dated as of October 19, 2005, to the Amended and Restated 1987 Apogee Enterprises, Inc. Partnership Plan.
- 10.2 Summary of Director Compensation for Apogee Enterprises, Inc.

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/ Russell Huffer

Russell Huffer
Chairman, President and Chief Executive Officer

Date: October 24, 2005

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.1	Amendment, dated as of October 19, 2005, to the Amended and Restated 1987 Apogee Enterprises, Inc. Partnership Plan.
10.2	Summary of Director Compensation for Apogee Enterprises, Inc.

**AMENDMENT NO. 9 TO APOGEE ENTERPRISES, INC.
PARTNERSHIP PLAN**

This Amendment to the Apogee Enterprises, Inc. Partnership Plan (as amended to date, the "Plan") is made and entered as of October 19, 2005. All terms used in this Amendment shall have the same meaning as in the Plan.

The Plan is amended as set forth below.

1. Section 6.08 of the Plan is amended in its entirety to read as follows:

6.08. Shares Subject to Plan. Apogee hereby authorizes Two Million Twenty Thousand (2,020,000) shares of Common Stock to be issued or purchased and designated as Pool A Common Stock pursuant to this Plan. Any Pool A shares that are returned to Apogee by Disqualification may be added to the number of shares available under the Plan for the purpose of funding Pool A.

2. Section 7.12 of the Plan is amended in its entirety to read as follows:

7.12. Shares Subject to Plan. Apogee hereby authorizes One Million Three Hundred Eighty Thousand (1,380,000) shares of Common Stock to be issued or purchased and designated as Pool B Restricted Stock pursuant to the Plan. Any Restricted Stock awarded to Participants that are returned to Apogee by forfeiture or disqualification may be added to the number of shares available under the Plan for the purpose of funding Pool B.

Except as specifically amended hereby, the Plan shall continue in full force and effect in accordance with the terms thereof.

The foregoing Amendment No. 9 was approved by the Compensation Committee of the Board of Directors of Apogee Enterprises, Inc. in accordance with the terms of the Plan as of October 19, 2005:

APOGEE ENTERPRISES, INC.

By: /s/ Michael E. Shannon

Chairman, Compensation Committee

SUMMARY OF DIRECTOR COMPENSATION FOR APOGEE ENTERPRISES, INC.
(Effective July 1, 2005)

Retainer and Fees

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

- Annual Retainer: \$28,000
- 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 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 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.