

APOGEE ENTERPRISES INC
Form 4
May 01, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUFFER RUSSELL

2. Issuer Name and Ticker or Trading Symbol
APOGEE ENTERPRISES INC
[APOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7900 XERXES AVENUE
SOUTH, SUITE 1800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2008

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chairman of Board, CEO, Pres

MINNEAPOLIS, MN 55431-1159

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	04/29/2008		A		32,422 ⁽¹⁾	A	\$ 0	314,591	D	
Common Stock	04/29/2008		A		23,051	A	\$ 21.45	337,642	D	
Common Stock	04/29/2008		F		30,145	D	\$ 21.45	307,497 ⁽²⁾	D	
Common Stock								32,560	I	By Spouse
Common Stock								8,564 ⁽³⁾	I	401(k) Plan

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Common Stock 63,693 I Partnership Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 21.59	04/29/2008		A	81,055	04/29/2009 ⁽⁴⁾ 04/29/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUFFER RUSSELL 7900 XERXES AVENUE SOUTH SUITE 1800 MINNEAPOLIS, MN 55431-1159			Chairman of Board, CEO, Pres	

Signatures

/s/ Russell Huffer 05/01/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The actual number of performance shares the reporting person will retain at the end of the performance period will be based on pre-determined corporate financial performance criteria.
- (2)

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Includes shares acquired under the ESPP as of 3/31/08, shares of restricted stock granted under the Partnership Plan, performance shares and shares distributed from the Partnership Plan that are now directly owned.

Represents the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under the

(3) Apogee 401(k) Retirement Plan per the Trustee's 3/31/08 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) Vests 1/3 each year beginning one year from date of grant on this date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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