#### APOGEE ENTERPRISES INC

Form 4 April 30, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

MINNEAPOLIS, MN 55431-1159

04/28/2009

Stock

Stock

Common

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HUFFER RUSSELL** Issuer Symbol APOGEE ENTERPRISES INC (Check all applicable) [APOG] (Middle) (Last) (First) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) 7900 XERXES AVENUE 04/28/2009 Chairman of Board, CEO, Pres SOUTH, SUITE 1800

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

\$0

 $372,896 \stackrel{(2)}{=}$ 

32,560

D

I

(City)	(State)	(Zip) Tabl	le I - Non-L	Derivative :	Securi	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		ed of (		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 Beneficial Ownership (Instr. 4)
Common Stock	04/09/2009		G V	4,000	D	\$0	295,483	D	
Common Stock	04/28/2009		A	9,859	A	\$0	305,342	D	
Common Stock	04/28/2009		F	22,065	D	\$ 13.335	323,277	D	
Common	04/28/2009		Δ	49,619	Δ	\$ 0	372 806 (2)	D	

(1)

Α

By

**Spouse** 

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Common Stock 8,851  $\underline{^{(3)}}$  I  $\frac{401(k)}{Plan}$ 

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

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 control number.

SEC 1474

(9-02)

# 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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration (Month/D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (	Date Exercisab	Expiration e Date	Title	Amoun or Numbe of Shar	
Performance Share Units	\$ 0 (4)	04/28/2009		A	53,125	(5)	05/02/2012	Common stock	53,12	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

04/30/2009

HUFFER RUSSELL 7900 XERXES AVENUE SOUTH SUITE 1800 MINNEAPOLIS, MN 55431-1159

Chairman of Board, CEO, Pres

## **Signatures**

/s/ Patricia A. Beithon, Attorney-in-Fact for Russell Huffer

\*\*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) Vest in three equal annual installments beginning on the first anniversary date of award.
- (2) Includes shares acquired under the ESPP as of 3/31/09, shares of restricted stock granted under the Partnership Plan, performance shares and shares distributed from the Partnership Plan that are now directly owned.

**(3)** 

Reporting Owners 2

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Represents the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under the Apogee 401(k) Retirement Plan per the Trustee's 3/31/09 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) Settled 1-for-1.

The actual number of performance shares the reporting person will receive at the end of the performance period will be based on pre-determined corporate financial performance criteria. If the threshold level of performance is not met, no performance shares will be issued pursuant to the Performance Share Unit Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.