

CLAUER MICHAEL B
Form 4
January 05, 2006

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 *
CLAUER MICHAEL B

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

7900 XERXES AVENUE
SOUTH, SUITE 1800

(Street)

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

MINNEAPOLIS, MN 55431-1159

(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)
				(A) or (D)	Price		
Common Stock	01/03/2006		M	A	\$ 5.8125 94,454	D	
Common Stock	01/03/2006		M	A	\$ 8.6 106,736	D	
Common Stock	01/03/2006		M	A	\$ 8.6 124,454	D	
Common Stock	01/03/2006		S ⁽¹⁾	D	\$ 16.0981 68,430 ⁽²⁾	D	
Common Stock					41,734	I	Partnership Trust

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

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(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. 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)	Amount or Number of Shares
Employee Option to Buy	\$ 5.8125	01/03/2006		M	26,024	11/20/2004 ⁽³⁾ 11/20/2010	Common Stock	26,024
Employee Option To Buy	\$ 8.6	01/03/2006		M	12,282	04/11/2004 ⁽⁴⁾ 04/11/2011	Common Stock	12,282
Employee Option to Buy	\$ 8.6	01/03/2006		M	17,718	04/11/2005 ⁽⁵⁾ 04/11/2011	Common Stock	17,718

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLAUER MICHAEL B 7900 XERXES AVENUE SOUTH SUITE 1800 MINNEAPOLIS, MN 55431-1159			Executive Vice President	

Signatures

/s/ Michael B.
Clauer 01/04/2006

**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2005.
- (2) Includes shares acquired under the ESPP as of 12/31/05, shares of restricted stock granted under the Partnership Plan, performance shares and shares distributed from the Partnership Plan that are now directly owned.
- (3) Grant date: 11/20/00; exercisable as to 12,500 shares on each of 11/20/01, 11/20/02, 11/20/03 and 11/20/04.
- (4) Grant date: 4/11/01; exercisable as to 4,094 shares on each of 4/11/02, 4/11/03 and 4/11/04.
- (5) Grant date: 4/11/01; exercisable as to 3,406 shares on each of 4/11/02, 4/11/03 and 4/11/04 and 7,500 shares on 4/11/05.

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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