

APOGEE ENTERPRISES INC  
 Form 4  
 April 30, 2009

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/28/2009**

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

**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 Beneficial Ownership (Instr. 4) |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |           |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |           |
| 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 Stock                    | 04/28/2009                           |  | A                              |   | 49,619<br><u>(1)</u>  | A  | \$ 0 372,896 <sup>(2)</sup>                           | D         |
| Common Stock                    |                                      |  |                                |   | 32,560  | I  |   | By Spouse |

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Common Stock 8,851 <sup>(3)</sup> I 401(k) Plan

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Share Units                    | \$ 0 <sup>(4)</sup>                                    | 04/28/2009                           |  | A                              | 53,125  | <sup>(5)</sup> 05/02/2012                                | Common stock  | 53,125                     |

## Reporting Owners

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

## Signatures

/s/ Patricia A. Beithon, Attorney-in-Fact for Russell Huffer 04/30/2009

\_\_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)

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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

**(5)** 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.

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