

APOGEE ENTERPRISES INC

Form 4

January 07, 2009

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

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

## OMB APPROVAL

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(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**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/05/2009**

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

(Street)  
**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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/05/2009                              |                                                             | M                                    | 23,960                                                                  | A \$ 8.6                                                                                                           | 349,864                                                                 | D                                                                 |
| Common<br>Stock                       | 01/05/2009                              |                                                             | S                                    | 23,960                                                                  | D \$<br>10.777<br>(2)                                                                                              | 325,904 (1)                                                             | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 32,560                                                                  | I By Spouse                                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 8,817 (3)                                                               | I 401(k) Plan                                                     |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 64,800                                                                  | I                                                                 |

# Edgar Filing: APOGEE ENTERPRISES INC - Form 4

Common  
Stock

Partnership  
Plan Trust

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Employee<br>Option to<br>Buy                        | \$ 8.6                                                             | 01/05/2009                              |                                                             | M                                    | 23,960                                                                                                       | <sup>(4)</sup> 04/11/2011                                      | Common<br>Stock                                                     | 23,960                              |

## 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/ Russell  
Huffer 01/07/2009

                    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) Includes shares acquired under the ESPP as of 12/31/08, shares of restricted stock granted under the Partnership Plan, performance shares and shares distributed from the Partnership Plan that are now directly owned.

(2)

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The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$10.72 to \$10.82. The Reporting Person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

- (3) 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 12/31/08 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) Currently 100% exercisable.

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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