

Davis Jerome L
 Form 4/A
 October 18, 2012

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 *
 Davis Jerome L

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)
 09/28/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

6831 BAY HILL DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/02/2012

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

LAKWOOD RANCH, FL 34202

(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)
			Code	V	Amount or Price		
Common Stock	09/28/2012 ⁽⁷⁾		M		1,186 ⁽⁷⁾	A	\$ 15.05 22,022 D
Common Stock	09/28/2012		S		1,186	D	\$ 20.0167 20,836 ⁽¹⁾ ⁽²⁾ D
Common Stock	10/01/2012 ⁽⁷⁾		M		8,125 ⁽⁷⁾	A	\$ 15.05 28,961 D
Common Stock	10/01/2012 ⁽⁸⁾		M		7,375	A	\$ 11.26 36,336 D
Common Stock	10/01/2012		S		15,500	D	\$ 19.9543 20,836 ⁽¹¹⁾ D

(9) (10)

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

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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. 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)	8. Amount or Number of Shares
Director Option (Right to Buy)	\$ 15.05	09/28/2012 ⁽⁷⁾		M	1,186 ⁽⁷⁾	⁽³⁾ 06/28/2016	Common Stock	1,186
Phantom Stock Units	\$ 0 ⁽⁵⁾	09/28/2012		A	763	⁽⁴⁾ ⁽⁴⁾	Common Stock	763
Phantom Stock Units	\$ 0 ⁽⁵⁾	09/28/2012		A ⁽⁶⁾	138	⁽⁴⁾ ⁽⁴⁾	Common Stock	138
Director Option (Right to Buy)	\$ 0	10/01/2012		M	8,125 ⁽⁷⁾	⁽³⁾ 06/28/2016	Common Stock	8,125
Director Option (Right to Buy)	\$ 0	10/01/2012 ⁽⁸⁾		M	7,375	⁽³⁾ 06/22/2014	Common Stock	7,375

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Davis Jerome L
6831 BAY HILL DRIVE
LAKEWOOD RANCH, FL 34202

Signatures

/s/ Patricia A. Beithon, Attorney-in-Fact for Jerome L.
Davis

10/18/2012

__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 restricted stock awards under the 2009 Non-Employee Director Stock Incentive Plan.
The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$20.00 to \$20.02.
- (2) 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) Currently 100% exercisable.
- (4) The phantom stock units were allocated under the Deferred Compensation Plan for Non-Employee Directors. The units of phantom stock will be settled in shares of common stock following the director's termination from the Board in accordance with the election of the reporting person, or following the occurrence of other events specified in the Plan.
- (5) Settled 1-for-1.
- (6) Units acquired pursuant to a dividend equivalent reinvestment feature of the Deferred Compensation Plan for Non-Employee Directors.
- (7) Earlier report incorrectly reflected entire exercise of options for 9,311 shares; amendment reflects split of option exercise amounts and dates as reported herein.
- (8) Transaction date previously reported as 9/28/12.
The price reported is the weighted average purchase price for the transactions reported. The prices paid ranged from \$19.95 to \$19.98.
- (9) 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 purchased at each price within the range.
- (10) Amended to reflect late reporting of sale described herein.
- (11) Reflects adjustment of shares directly held.

Remarks:

THIS FORM IS AMENDED TO REFLECT A CHANGE IN OPTION EXERCISE AS NOTED IN FOOTNOTE 7, A CHANGE IN

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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