

APOGEE ENTERPRISES INC
 Form 4
 January 07, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
**7900 XERXES AVENUE
 SOUTH, SUITE 1800**
 (Street)

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

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 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|---|-------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 01/05/2009 | | M | | 23,960 | A | \$ 8.6 | 349,864 | D | |
| Common Stock | 01/05/2009 | | S | | 23,960 | D | \$ 10.777 | 325,904 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 32,560 | I | By Spouse |
| Common Stock | | | | | | | | 8,817 ⁽³⁾ | I | 401(k) Plan |
| | | | | | | | | 64,800 | I | |

Common Stock

Partnership Plan Trust

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Option to Buy | \$ 8.6 | 01/05/2009 | | M | 23,960 | (⁴) 04/11/2011 | Common Stock | 23,960 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUFFER RUSSELL 7900 XERXES AVENUE SOUTH SUITE 1800 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. 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.