#### APOGEE TECHNOLOGY INC

Form 4

December 10, 2004

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

STEIN HERBERT M			Symbol						Issuer				
			APOGEE TECHNOLOGY INC [ATA]						(Check all applicable)				
(Last)				3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below)				
71 FAIRLEE ROAD			12/08/2004						President, Treasurer and CEO				
		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
WABAN, MA 02468									Person				
(City)	(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)		Date, if	3. Transac Code (Instr. 8	3)	4. Securin Acquired Disposed (Instr. 3,	(A) of (D	) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	12/08/2004			P		2,000	A	\$ 3.8	100,100	D			
Common Stock									1,460,334	I	By H. M. Stein Associates		
Common Stock									111,400	I	By Spouse		
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				SEC 1474 (9-02)				

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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	2.	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of			Under	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
STEIN HERBERT M								
71 FAIRLEE ROAD	X	X	President, Treasurer and CEO					
WABAN, MA 02468								

### **Signatures**

Herbert M. Stein

12/10/2004

\*\*Signature of Date
Reporting Person

# **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).

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.

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