#### Edgar Filing: APOGEE TECHNOLOGY INC - Form 4

Form 4	ECHNOLOGY I	NC							
May 15, 200 FORM Check th if no lon subject to Section 2 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	<b>1 4</b> UNITED is box ger 5 16. or 5 5 5 5 5 5 5 5 5 5 5 5 5	MENT OI rsuant to S (a) of the I	Wa F CHAN Section T Public U	<b>Shington NGES IN SECUI</b> 16(a) of th Jtility Hol	, D.C. 20 BENEF RITIES ne Securit ding Con	<b>549</b> ICIAL O` ies Excha	E COMMISSIO WNERSHIP OF nge Act of 1934, of 1935 or Secti	N OMB Number: Expires: Estimated burden hou response.	urs per
(Print or Type)	Responses)								
A			2. Issuer Name <b>and</b> Ticker or Trading Symbol APOGEE TECHNOLOGY INC [ATCS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Da (Mon			(Month/	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2008			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO		
			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
WABAN, N	AA 02468						Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	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)
Reminder: Rer	oort on a separate line	e for each cl	ass of sec	urities bene	ficially own	ed directly	or indirectly		
					Perso inform requir	ns who res ation cont ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)
	Tab	le II - Deriv	ative Sec	curities Acc	uired, Dis	posed of, or	Beneficially Owned	d	

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

#### Edgar Filing: APOGEE TECHNOLOGY INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	r) (Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant $(1)$	\$ 1	05/15/2008	J <u>(2)</u>	5,000		05/15/2008	05/15/2011	Common Stock (3)	5,000

## **Reporting Owners**

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

### м

Herbert M. Stein	05/15/2008
<u>**</u> 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) Right to Buy
- Security is a three year warrant representing an underlying five thousand (5,000) shares of common stock with a strike price of \$1.00 as (2)added consideration for a \$50,000 Promissory Note dated May 15, 2008.
- (3) Common Stock, \$.01 par value per share

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.

(]