

PORTER JAMES S  
Form 4  
September 29, 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 \*  
PORTER JAMES S

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)  
09/25/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V | Amount  | (D)          |   |  |                                   |
| Common Stock                    | 06/26/2009                           |  | G                              | V | 350   | D \$ 0       | 91,289  | D  |                                   |
| Common Stock                    | 09/25/2009                           |  | M/K                            |   | 9,000   | A \$ 4.8125  | 100,289   | D  |                                   |
| Common Stock                    | 09/25/2009                           |  | F/K                            |   | 2,765   | D \$ 15.66   | 97,524  | D  |                                   |
| Common Stock                    | 09/25/2009                           |  | S                              |   | 4,200   | D \$ 14.9771 | 93,324  | D  |                                   |
| Common Stock                    | 09/28/2009                           |  | G                              | V | 165   | D \$ 0       | 93,159 <sup>(1)</sup>   | D  |                                   |

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|              |                      |   |             |
|--------------|----------------------|---|-------------|
| Common Stock | 200                  | I | By Daughter |
| Common Stock | 150                  | I | By Son      |
| Common Stock | 1,418 <sup>(2)</sup> | I | 401(k) Plan |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                               |
| Employee Option to Exercise                | \$ 4.8125  | 09/25/2009                           |  | M/K                            | 9,000   | <sup>(3)</sup> 04/12/2010                                | Common Stock  | 9,000                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| PORTER JAMES S<br>7900 XERXES AVENUE SOUTH<br>SUITE 1800<br>MINNEAPOLIS, MN 55431-1159 | Chief Financial Officer          |

## Signatures

/s/ James S. Porter 09/29/2009

\*\*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 6/30/09, shares of restricted stock granted under the Partnership Plan, restricted stock awards under the Omnibus Stock Incentive Plan, performance shares and shares distributed from the Partnership Plan that are now directly owned.

(2) 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 6/30/09 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.

(3) 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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