

APOGEE ENTERPRISES, INC.

Form 4

January 05, 2016

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)
15304 LINN PARK TERRACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2015

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

LAKEWOOD RANCH, FL 34202

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 9)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	12/31/2015	A		402		⁽¹⁾	⁽¹⁾	Common Stock	402	\$ 43.
Phantom Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	12/31/2015	A ⁽³⁾		88		⁽¹⁾	⁽¹⁾	Common Stock	88	\$ 43.
Restricted Stock Units ⁽⁴⁾	\$ 0 ⁽²⁾	12/31/2015	A ⁽⁵⁾		3		⁽⁴⁾	⁽⁴⁾	Common Stock	3	\$ 43.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Jerome L 15304 LINN PARK TERRACE LAKEWOOD RANCH, FL 34202	X			

Signatures

/s/ Patricia A. Beithon, Attorney-in-Fact for Jerome L.
Davis 01/05/2016

 **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).

The phantom stock units were allocated under the Deferred Compensation Plan for Non-Employee Directors. The units of phantom stock
(1) 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.

(2) Settled 1-for-1.

(3) Units acquired pursuant to a dividend equivalent reinvestment feature of the Deferred Compensation Plan for Non-Employee Directors.

The restricted stock units were allocated under the 2009 Non-Employee Director Stock Incentive Plan. The units of restricted stock will
(4) 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) Units acquired pursuant to a dividend equivalent reinvestment feature of the 2009 Non-Employee Director Stock Incentive Plan.

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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