

APOGEE ENTERPRISES INC

Form 4

June 27, 2005

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

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

OMB APPROVAL

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
06/23/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chairman of Board, CEO, Pres

(Street)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 06/23/2005 | | M/K | 48,667 A | \$ 12.1875 219,778 | D | |
| Common Stock | 06/23/2005 | | M/K | 10,779 A | \$ 4.8125 230,557 | D | |
| Common Stock | 06/23/2005 | | F | 42,281 D | \$ 15.255 188,276 | D | |
| Common Stock | 06/23/2005 | | F | 4,336 D | \$ 15.255 183,940 ⁽¹⁾ | D | |
| Common Stock | | | | | 32,560 | I | By Spouse |

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| | | | |
|--------------|----------------------|---|-------------------|
| Common Stock | 7,851 ⁽²⁾ | I | 401(k) Plan |
| Common Stock | 82,939 | I | Partnership 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Option to Buy | \$ 12.1875 | 06/23/2005 | | M/K | | 48,667 | | <u>(3)</u> | 01/13/2008 | Common Stock | 48,667 |
| Employee Option to Buy | \$ 4.8125 | 06/23/2005 | | M/K | | 10,779 | | <u>(3)</u> | 04/12/2010 | Common Stock | 10,779 |

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 06/27/2005

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 2/28/05, shares of restricted stock granted under the Partnership Plan, performance shares and shares distributed from the Partnership Plan that are now directly owned.
- (2) Shares acquired under the 401(k) retirement plan as of 2/28/05.
- (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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