

PORTER JAMES S  
Form 4  
September 27, 2012

**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 \*  
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)  
4400 WEST 78TH STREET, SUITE 520

3. Date of Earliest Transaction (Month/Day/Year)  
09/25/2012

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

(Street)  
MINNEAPOLIS, MN 55435

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)				Price
Common Stock	07/12/2012		G		175	D	\$ 0	106,117	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/16/2012		G		100	D	\$ 0	106,017	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/16/2012		G		100	D	\$ 0	105,917	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/25/2012		M/K		4,500	A	\$ 9.15	110,417	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/25/2012		M/K		6,600	A	\$ 11.86	117,017	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock	09/25/2012	F/K	5,996	D	\$ 19.92	111,021	D	
Common Stock	09/25/2012	S	6,600	D	\$ 20.2838 <u>(3)</u>	104,421 <u>(1)</u>	D	
Common Stock						1,528 <u>(2)</u>	I	401(k) Plan
Common Stock						200	I	By Daughter
Common Stock						150	I	By Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
Employee Option to Exercise	\$ 9.15	09/25/2012		M/K	4,500	<u>(4)</u> 04/10/2013	Common Stock	4,500
Employee Option to Exercise	\$ 11.86	09/25/2012		M/K	6,600	<u>(4)</u> 04/14/2014	Common Stock	6,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Chief Financial Officer	

PORTER JAMES S  
4400 WEST 78TH STREET  
SUITE 520  
MINNEAPOLIS, MN 55435

## Signatures

/s/ James S.

09/27/2012

Porter

\_\_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 6/30/12 and shares of restricted stock granted under the Amended and Restated 2002 Omnibus Stock Incentive Plan and 2009 Stock Incentive Plan.

(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 6/30/12 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) The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$20.25 to \$20.321. The Reporting Person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

(4) 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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