Davis Jerome L Form 4 October 02, 2012

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Davis Jerome L

(City)

2. Issuer Name and Ticker or Trading

Symbol

APOGEE ENTERPRISES, INC.

[APOG]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

6831 BAY HILL DRIVE

3. Date of Earliest Transaction

(Month/Day/Year)

09/28/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKEWOOD RANCH, FL 34202

(State)

(Zip)

(Street)

(City)	(State)	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)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	09/28/2012		M	7,375	A	\$ 11.26	28,211	D	
Common Stock	09/28/2012		M	9,311	A	\$ 15.05	37,522	D	
Common Stock	09/28/2012		S	1,186	D	\$ 20.0167 (2)	36,336 (1)	D	

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities B) 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
Director Option (Right to Buy)	\$ 11.26	09/28/2012		M		7,375	(3)	06/22/2014	Common Stock	7,375
Director Option (Right to Buy)	\$ 15.05	09/28/2012		M		9,311	(3)	06/28/2016	Common Stock	9,311
Phantom Stock Units	\$ 0 (5)	09/28/2012		A	763		<u>(4)</u>	<u>(4)</u>	Common Stock	763
Phantom Stock Units	\$ 0 (5)	09/28/2012		A(6)	138		<u>(4)</u>	<u>(4)</u>	Common Stock	138

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Plante, Plantess	Director	10% Owner	Officer	Other			
Davis Jerome L							
6831 BAY HILL DRIVE	X						
LAKEWOOD RANCH, FL 34202							

# **Signatures**

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

\*\*Signature of Reporting Person

Date

Reporting Owners 2

## **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 restricted stock awards under the 2009 Non-Employee Director Stock Incentive Plan.
  - The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$20.00 to \$20.02. The
- (2) 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.
- (3) Currently 100% exercisable.
  - The phantom stock units were allocated under the Deferred Compensation Plan for Non-Employee Directors. The units of phantom stock
- (4) 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.
- (5) Settled 1-for-1.
- (6) Units acquired pursuant to a dividend equivalent reinvestment feature of the Deferred Compensation Plan for Non-Employee Directors.

  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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