Davis Jerome L Form 4 January 04, 2011

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Davis Jerome L

(Last)

1.Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

APOGEE ENTERPRISES INC

[APOG]

6831 BAY HILL DRIVE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2010

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

below)

_X__ Director

Officer (give title

Issuer

Applicable Line) _X_ Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

Form filed by More than One Reporting Person

LAKEWOOD RANCH, FL 34202

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

(I) (Instr. 4)

6. Ownership

Form: Direct

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

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January 31,

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Number:

Expires:

response...

Estimated average

burden hours per

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

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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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

1

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed (D) (Instr. 3, and 5)	l of					(Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0 (2)	12/31/2010		A		1,206		<u>(1)</u>	<u>(1)</u>	Common Stock	1,206	\$ 13
Phantom Stock Units (1)	\$ 0 (2)	12/31/2010		A(3)		122		<u>(1)</u>	<u>(1)</u>	Common Stock	122	\$ 13

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting of the France France So	Director	10% Owner	Officer	Other			
Davis Jerome L 6831 BAY HILL DRIVE LAKEWOOD RANCH, FL 34202	X						

Signatures

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

01/03/2011

**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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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