

APOGEE ENTERPRISES, INC.

Form 4

January 05, 2017

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEITHON PATRICIA A**

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)  
**01/03/2017**

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

(Street)  
**MINNEAPOLIS, MN 55435**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/03/2017                              |                                                             | M                                       | 14,946 A                                                            | \$<br>24.19                                                                                                        | 133,768 <sup>(1)</sup>                                               | D                                                                 |
| Common<br>Stock                       | 01/03/2017                              |                                                             | D                                       | 9,492 D                                                             | \$<br>55.07                                                                                                        | 124,276                                                              | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 3,722 <sup>(2)</sup>                                                                                               | I                                                                    | 401(k)<br>Plan                                                    |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock                                      |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      |
| Appreciation Rights                        | \$ 24.19                                               | 01/03/2017                           |                                                    | M                              | 14,946                                                                                  | (3) 05/01/2017                                           | Common Stock                                                  | 14,946                     |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships                    |
|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                   | Director 10% Owner Officer Other |
| BEITHON PATRICIA A<br>4400 WEST 78TH STREET<br>SUITE 520<br>MINNEAPOLIS, MN 55435 | Secretary                        |

## Signatures

/s/ Patricia A. Beithon 01/05/2017

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 Employee Stock Purchase Plan as of 12/31/16 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 12/31/16 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) 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. 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.