

APOGEE ENTERPRISES, INC.

Form 4

October 09, 2014

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

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(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)
10/07/2014

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/07/2014		G	V	180	D	\$ 0	133,299 ⁽¹⁾	D	
Common Stock	07/15/2014		G	V	120	D	\$ 0	133,179	D	
Common Stock	10/07/2014		M		18,058	A	\$ 24.19	151,237	D	
Common Stock	10/07/2014		D		14,598	D	\$ 38.39	136,639	D	
Common Stock	10/07/2014		M		20,289	A	\$ 21.59	156,928	D	

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Common Stock	10/07/2014	D	15,690	D	\$ 38.39	141,238	D	
Common Stock						1,578 ⁽²⁾	I	401(k) Plan

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 24.19	10/07/2014		M		18,058		<u>(3)</u>	05/01/2017	Common Stock	18,058
Stock Appreciation Rights	\$ 21.59	10/07/2014		M		20,289		<u>(3)</u>	04/29/2018	Common Stock	20,289

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PORTER JAMES S 4400 WEST 78TH STREET SUITE 520 MINNEAPOLIS, MN 55435	Chief Financial Officer

Signatures

/s/ James S.
Porter 10/08/2014

 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 9/30/14 and shares of restricted stock granted under the Amended and Restated 2002 Omnibus Stock Incentive Plan and 2009 Stock Incentive Plan.

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 9/30/14 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.

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