

APOGEE ENTERPRISES, INC.

Form 4

January 05, 2016

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Davis Jerome L

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)

15304 LINN PARK TERRACE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2015

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

LAKEWOOD RANCH, FL 34202

(City) (State) (Zip)

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

**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. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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 Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Derivative<br>Security |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|

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| (Instr. 3)                                  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | (Instr. 9) |     |                     |                    |                 |                                        |        |
|---------------------------------------------|------------------------------------|------------------|------------------|-----------------------------------------------------------------------------------|------------|-----|---------------------|--------------------|-----------------|----------------------------------------|--------|
|                                             |                                    |                  | Code             | V                                                                                 | (A)        | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |        |
| Phantom<br>Stock<br>Units <sup>(1)</sup>    | \$ 0 <sup>(2)</sup>                | 12/31/2015       | A                |                                                                                   | 402        |     | <sup>(1)</sup>      | <sup>(1)</sup>     | Common<br>Stock | 402                                    | \$ 43. |
| Phantom<br>Stock<br>Units <sup>(1)</sup>    | \$ 0 <sup>(2)</sup>                | 12/31/2015       | A <sup>(3)</sup> |                                                                                   | 88         |     | <sup>(1)</sup>      | <sup>(1)</sup>     | Common<br>Stock | 88                                     | \$ 43. |
| Restricted<br>Stock<br>Units <sup>(4)</sup> | \$ 0 <sup>(2)</sup>                | 12/31/2015       | A <sup>(5)</sup> |                                                                                   | 3          |     | <sup>(4)</sup>      | <sup>(4)</sup>     | Common<br>Stock | 3                                      | \$ 43. |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |         |       |
|-----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                       | Director      | 10% Owner | Officer | Other |
| Davis Jerome L<br>15304 LINN PARK TERRACE<br>LAKEWOOD RANCH, FL 34202 | X             |           |         |       |

## Signatures

/s/ Patricia A. Beithon, Attorney-in-Fact for Jerome L.  
Davis 01/05/2016

                     \*\*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.

The restricted stock units were allocated under the 2009 Non-Employee Director Stock Incentive Plan. The units of restricted stock will  
(4) 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) Units acquired pursuant to a dividend equivalent reinvestment feature of the 2009 Non-Employee Director Stock Incentive Plan.

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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