

Puishys Joseph F.
Form 4/A
August 24, 2011

FORM 4

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

OMB APPROVAL

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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 *
Puishys Joseph F.

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer & Pres

MINNEAPOLIS, MN 55435

4. If Amendment, Date Original Filed(Month/Day/Year)
08/08/2011

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) |
|--|--------------------------------------|--|---------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ ₍₄₎ | 08/22/2011 | | A ⁽¹⁾ ₍₄₎ | | 59,952 ⁽¹⁾ ₍₄₎ | D | |
| Common Stock | 08/22/2011 | | F | | \$ 20,142 | D | |
| Common Stock ⁽¹⁾ ₍₄₎ | 08/22/2011 | | A ⁽¹⁾ ₍₄₎ | | 155,875 ⁽¹⁾ ₍₄₎ | D | |
| | | | | | \$ 8.34 | | |
| | | | | | \$ 0 | | |
| | | | | | 195,685 ⁽¹⁾ ₍₄₎ | D | |

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 displays a currently valid OMB control number.

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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 of Underlying Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|-----------------------------------|---|--|---|------------------|-----------------|-------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Option (Right to Buy) | \$ 8.34 ⁽²⁾ / ₍₄₎ | 08/22/2011 | | A ⁽²⁾ / ₍₄₎ | 450,512 ⁽²⁾ / ₍₄₎ | 08/22/2012 ⁽³⁾ | 08/22/2021 | Common Stock | 45 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Puishys Joseph F. 4400 WEST 78TH STREET SUITE 520 MINNEAPOLIS, MN 55435 | X | | Chief Executive Officer & Pres | |

Signatures

/s/ Patricia A. Beithon, Attorney-in-Fact for Joseph F. Puishys
08/23/2011

**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).
- (1) On August 2, 2011, the Board elected the Reporting Person as the Company's Chief Executive Officer, effective as of August 22, 2011 (the "Commencement Date"). On August 5, 2011, the Reporting Person and the Company entered into an Employment Agreement (the "Employment Agreement") to be effective as of the Commencement Date. Pursuant to the Employment Agreement, the Reporting Person will be granted time-based restricted stock valued at \$1,300,000 and unrestricted stock valued at \$500,000. The time-based restricted stock will vest in equal annual increments over a five-year period, beginning one year from the date of grant. The number of shares granted will be determined based on the closing price per share reported on the Commencement Date, at which time this filing will be amended to reflect the number of shares granted. In addition, on August 2, 2011, the Board of Directors of the Issuer elected the Reporting Person to the Issuer's Board, effective as of August 22, 2011.
- (2) Pursuant to the Employment Agreement, on the Commencement Date the Reporting Person will be granted stock options valued at \$1,300,000. The number of options awarded and the option exercise price will be determined based on the closing price per share reported on the Commencement Date, at which time this filing will be amended to reflect the number of options granted and the exercise

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price.

- (3) The options will vest in equal annual increments over a three-year period, beginning on the date indicated.

- (4) On August 8, 2011, the Reporting Person filed a Form 4 reflecting in dollar amounts the time-based restricted stock, unrestricted stock and option grants that the Reporting Person will receive pursuant to his Employment Agreement upon commencement of employment with the Issuer on August 22, 2011. As noted in the footnotes to the initial Form 4, this filing amends the filing to disclose the number of shares and options granted to the Reporting Person and the exercise price of the options.

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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