APOGEE ENTERPRISES, INC.

Form 4 April 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

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0.5

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Expires:

Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Hays Sara L

2. Issuer Name and Ticker or Trading

Symbol

[APOG]

5. Relationship of Reporting Person(s) to

Issuer

APOGEE ENTERPRISES, INC.

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2015

X_ Director 10% Owner

(Check all applicable)

Officer (give title Other (specify below)

2131 WEST SHAKESPEARE **AVENUE**

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

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

CHICAGO, IL 60647

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned **Following**

Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

V Amount Price Code (D)

Common 03/22/2015 Stock

D

V 225

\$0 $23,014 \frac{(1)}{2}$

D

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

G

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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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)			orNumber	Expiration D		Underlying S		Derivative
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	of Derivative	(Month/Day/	(Year)	(Instr. 3 and	4)	Security (Instr. 5)
	Derivative				Securities					,
	Security				Acquired					
					(A) or Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title	or Number of	
				Code V	(A) (D)				Shares	
Phantom Stock	\$ 0 (3)	03/31/2015		A(4)	53	(2)	(2)	Common Stock	53	\$ 43.2
Units (2)								SIOCK		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Hays Sara L						
2131 WEST SHAKESPEARE AVENUE	X					
CHICAGO, IL 60647						

Signatures

/s/ Patricia A. Beithon, Attorney-in-Fact for Sara L. Hays

04/02/2015

**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 restricted stock awards under the 2009 Non-Employee Director Stock Incentive Plan.
- The phantom stock units were allocated under the Deferred Compensation Plan for Non-Employee Directors. The units of phantom stock (2) 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.
- (3) Settled 1-for-1.
- (4) 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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