

APOGEE ENTERPRISES, INC.

Form 11-K

June 29, 2011

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

for the fiscal year ended December 31, 2010

or

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-6365

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**APOGEE ENTERPRISES, INC.**

**401(K) RETIREMENT PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**APOGEE ENTERPRISES, INC.**

**4400 West 78th Street, Suite 520**

**Minneapolis, MN 55435**

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Apogee Enterprises, Inc.

401(k) Retirement Plan

Financial Statements as of and for the

Years Ended December 31, 2010 and 2009,

Supplemental Schedule as of December 31, 2010,

and Report of Independent Registered Public

Accounting Firm

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Plan Administrator of the

Apogee Enterprises, Inc. 401(k) Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Apogee Enterprises, Inc. 401(k) Retirement Plan (the Plan ) as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the financial statements, the Plan changed its method of presenting participant loans during the year ended December 31, 2010.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2010, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan s management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic 2010 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota

June 29, 2011

**Table of Contents****APOGEE ENTERPRISES, INC. 401(k) RETIREMENT PLAN****STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****AS OF DECEMBER 31, 2010 AND 2009**

	<b>2010</b>	<b>2009</b>
PARTICIPANT-DIRECTED INVESTMENTS At fair value	\$ 207,957,402	\$ 185,031,948
CONTRIBUTIONS RECEIVABLE:		
Employer	4,486,978	3,785,010
Participants		87,165
Total contributions receivable	4,486,978	3,872,175
CASH	161,305	1,230,696
NOTES RECEIVABLE FROM PARTICIPANTS	9,183,086	8,200,698
NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE	221,788,771	198,335,517
ADJUSTMENTS FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	(1,916,200)	(576,799)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 219,872,571	\$ 197,758,718

See notes to financial statements.

**Table of Contents****APOGEE ENTERPRISES, INC. 401(k) RETIREMENT PLAN****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009**

	<b>2010</b>	<b>2009</b>
NET ASSETS AVAILABLE FOR BENEFITS At beginning of year	\$ 197,758,718	\$ 162,829,357
INCREASES (DECREASES) DURING THE YEAR:		
Net realized and unrealized appreciation of investments	20,082,933	35,836,512
Interest and dividend income	3,907,111	3,619,696
Loan interest income	454,767	534,904
Employee contributions	7,635,606	8,339,707
Employer contributions	6,138,746	6,477,504
Rollover contributions	238,278	178,326
Litigation settlement (Note 5)	2,576,943	
Distributions to participants	(18,841,671)	(19,980,279)
Administrative expenses	(78,860)	(77,009)
NET ASSETS AVAILABLE FOR BENEFITS At end of year	\$ 219,872,571	\$ 197,758,718

See notes to financial statements.

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**APOGEE ENTERPRISES, INC. 401(k) RETIREMENT PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009**

**1. SUMMARY DESCRIPTION OF THE PLAN**

The following description of the Apogee Enterprises, Inc. 401(k) Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

**General** The Plan is a defined contribution plan sponsored and administered by Apogee Enterprises, Inc. (the Company) for the benefit of all eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Plan Administrator, Trustee, and Recordkeeper** The Company has appointed a committee consisting of certain Company officers and employees to be the Plan administrator. State Street Bank and Trust (the Trustee) holds the Plan's investments in a trust, executes investment transactions, and collects and allocates the related investment income based on employee elections. ING Institutional Plan Services, LLC is the recordkeeper.

**Eligibility** Under the terms of the Plan, a nonunion employee, or a union employee within a union agreement to participate, scheduled to work 1,000 hours in a 12-month period shall be eligible to participate in the Plan upon attaining age 21 and completing 90 days of qualified service.

**Contributions** Participants may elect to have 1% to 60% of their compensation withheld and contributed to their basic account in the Plan, subject to the Internal Revenue Service (IRS) pretax contribution limits. Participants are automatically enrolled into the Plan at a deferral rate of 3% of their compensation. For those participants who were automatically enrolled in the Plan and had not modified their deferral rate, the Plan adds a 1% increase to their deferral as of the anniversary date of hire, until a deferral rate of 6% is achieved. Participants can choose at any time to discontinue contributions.

For the years ended December 31, 2010 and 2009, the Company contributed for eligible nonunion participants an amount equal to 30% of the first 6% of base compensation contributed by participants to the Plan. For the year ended December 31, 2010, the Company contributed for eligible members of the Local No. 1586 United Auto Workers Union (the Tubelite Union) participants an amount equal to 30% of the first 6% of base compensation to participants who contributed to the Plan, per the agreement between Tubelite, Inc. and the Tubelite Union (the Tubelite Union Agreement). For the year ended December 31, 2009, the Company contributed 50% of the first 6% of base compensation to eligible Tubelite Union members. Effective March 1, 2011, the Company contribution for eligible nonunion and Tubelite Union participants was amended to an amount equal to 100% of the first 1%, and 50% on each incremental percentage up to 6%.

Additionally, the Company contributes to nonunion participants an amount determined as a percentage of the participant's eligible compensation and years of service with the Company. In order to receive an annual contribution, the eligible participant must have completed 1,000 hours of qualified service during the Plan year and be an active employee on December 31. Employer contributions are 3% for less than 10 years of service, 4% for more than 10 years but less than 20 years of service, and 5% for 20 years or more of service. These Company contributions are designed to accumulate funds needed to supplement retirement benefits to the Company's employees. Effective January 1, 2011, the Plan was amended to discontinue this Company contribution.



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Contributions made by participants who are members of the General Service Employees Union, Local No. 1 of the Service Employees International Union, AFL-CIO (the Tru Vue Union ) are not matched by the Company. The Company contributes to Tru Vue Union participants an amount determined by the agreement between Tru Vue, Inc. and the Tru Vue Union. The Company made a contribution in the amount of \$31,846 in 2010 and \$31,908 in 2009 for eligible members of the Tru Vue Union, which is included within employer contributions receivable in the statements of net assets available for benefits. While none have been made to date, the Company may also make additional discretionary profit-sharing contributions to all eligible participants. The Plan also allows participants to roll over lump-sum payments from other qualified plans.

Participants may make daily elections as to the investment of their employee pretax and Company contributions. Participants have the opportunity to direct all money allocated to their accounts. Participants can choose among 24 mutual funds and common collective trust funds plus Company stock. These investment elections must be made in 1% increments with no more than 20% invested in the Company Stock Fund.

**Vesting** Participants pretax contribution accounts are 100% vested at all times. Participants become 100% vested in their Company contribution accounts after completing three years of qualified service with the Company or in the event of death, disability, or retirement. Forfeitures of nonvested discretionary employer accounts and employer matching accounts are used to reduce the Company's matching contribution. Forfeitures from participants were approximately \$170,000 in 2010 and \$193,000 in 2009.

**Loans** The Plan allows participants employed by the Company to borrow up to 50% of the participant's vested account balance, with a minimum of \$500 and a maximum of \$50,000 reduced by the highest outstanding loan balance in the previous 12-month period. A participant's loan is financed proportionately from the account balances held in each of the funds. Loan terms can be repaid in 1, 2, 3, 4, or 5 years or, in the case of a home purchase, up to 15 years. The interest rate on the loans is 1% above the United States of America prime rate on the last business day of the calendar month preceding the calendar month in which the loan is granted. Loans are repaid through payroll deductions and are secured by the participant's remaining account balance. If the participant terminates employment with the Company, either the outstanding loan balance must be repaid in a lump sum or distributions to the participant will be reduced accordingly.

All new loans in 2010 had an interest rate of 4.25%. Participant loans of \$9,183,086 and \$8,200,698 were outstanding as of December 31, 2010 and 2009, respectively.

**Distributions** Upon death, disability, termination of employment, or retirement, participants may elect a lump-sum payment from the Plan. An annuity option may be available if participants had money transferred into the Plan from the Apogee Enterprises, Inc. Retirement Plan, which was frozen on January 1, 2002, or from the Tru Vue Local 73 Pension Plan, which was frozen on December 31, 2004.

A participant can elect to retain his or her account balance over \$5,000 with the Plan until the later of separation of service or age 70 1/2; however, a participant who is a 5% or more holder of Company stock may not defer his or her distribution beyond age 70 1/2.

Employees may make withdrawals upon attainment of age 59-1/2. Early withdrawal from employee basic contributions is permitted only if financial hardship is demonstrated and other financial resources are not available. Hardship withdrawals shall be made in compliance with safe harbor regulations established by the IRS.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting** The Plan maintains its accounting records on the accrual basis of accounting. Transactions and assets of the Plan are accounted for using the following accounting policies:

- a. The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company's common stock is valued at the closing price reported on the NASDAQ Global Select Market on the last business day of the Plan year. Money market funds are stated at fair value. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Common/collective trust funds are stated at fair value as determined by the issuer of the specific fund based on the fair market value of the underlying investments. In accordance with U.S. generally accepted accounting principles ( U.S. GAAP ), the stable value fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The stable value fund has underlying investments in investment contracts which are valued at fair market value of the underlying investments and then adjusted by the issuer to contract value. Fair value of the investment contracts are calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The statements of changes in net assets available for benefits is presented on a contract value basis. Participant loans are valued at the outstanding loan balances plus an accrued but unpaid interest which approximates fair value.
- b. Investment income is recorded on the accrual basis and dividend income on the ex-dividend date. Investment income includes recognition and allocation of interest income, dividend income, and realized and unrealized gains and losses.
- c. Deposits, withdrawals, and transfers by the participating plans are made at fair value when the transactions occur, except for the stable value fund as described above.

**New Accounting Pronouncements** In January 2010, the Financial Accounting Standards Board ( FASB ) amended U.S. GAAP with respect to disclosures about fair value measurements. The amendments add new requirements for disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. The amendments are effective for periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the rollforward of activity in Level 3 fair value measurements, which are effective for fiscal years beginning after December 15, 2010. Plan management adopted the additional disclosures required for Level 1 and Level 2 fair value measurements as of January 1, 2010, which had no impact on the Plan's fair value disclosures. The Plan will adopt the additional Level 3 disclosure requirements beginning in 2011 and does not expect that the adoption will have any impact on its fair value disclosures.

In September 2010, the FASB issued an amendment which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their principal balance plus any accrued but unpaid interest. This amendment is effective for periods ending after December 15, 2010, with early adoption permitted. This amendment requires retrospective application to all periods presented. This amendment was adopted for

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the year ended December 31, 2010 and retrospectively applied to December 31, 2009. Prior year amounts and disclosures have been revised to reflect the retrospective application of adopting this new amendment. The adoption resulted in a reclassification of participant loans totaling \$8,200,698 from investments to notes receivable as of December 31, 2009. There was no impact to the Plan's net assets as of December 31, 2010 or 2009 as a result of the adoption.

**Use of Estimates** The preparation of financial statements in conformity with U.S. GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

**Administrative Expenses** All administrative expenses related to trustee and recordkeeping were paid by the Plan.

**Payments of Benefits** Benefit payments to participants are recorded upon distribution. For the years ended December 31, 2010 and 2009, amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not been paid, were \$73,900 and \$223,000, respectively.

**Subsequent Events** In connection with preparing the Plan financial statements for the year ended December 31, 2010, the Company has evaluated subsequent events for potential recognition and disclosure through the date of this filing and determined that there were no subsequent events which required recognition or disclosure in the financial statements other than the amendments to the Plan which are disclosed in Note 1.

**3. INVESTMENTS**

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009, are as follows:

	2010	2009
ING Intermediate Stable Value Fund*	\$ 33,186,795	\$ 34,265,493
Franklin Small Cap Growth Fund II	16,756,699	12,256,093
T.Rowe Price 2025 Fund	16,486,722	14,057,127
State Street Global Advisors S&P 500 Index Fund*	13,714,709	12,039,929
T.Rowe Price 2020 Fund	13,701,492	12,277,707
Fidelity Advisor Diversified International Fund	13,334,194	13,109,578
T.Rowe Price 2030 Fund	12,597,101	10,209,361
Eaton Vance Large Cap Value Fund	12,242,551	11,839,563

\* Denotes party-in-interest

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During the years ended December 31, 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2010	2009
<b>Common/collective funds:</b>		
State Street Global Advisors Mid Cap Fund*	\$ 1,916,599	\$ 2,280,421
State Street Global Advisors S&P 500 Index Fund*	1,767,917	2,605,014
State Street Global Advisors Russell 2000 Fund*	59,718	56,046
State Street Global Advisors Conservative Asset Allocation Fund*		(22,181)
State Street Global Advisors Aggressive Asset Allocation Fund*		(211,668)
State Street Global Advisors Moderate Asset Allocation Fund*		(1,334,595)
<b>Total common/collective funds</b>	<b>3,744,234</b>	<b>3,373,037</b>
<b>Employer securities</b>		
Apogee Enterprises, Inc. Common Stock*	(263,433)	2,494,394
<b>Mutual funds:</b>		
Franklin Small Cap Growth Fund II	4,454,340	3,880,679
T.Rowe Price 2025 Fund	1,906,534	4,032,408
T.Rowe Price 2030 Fund	1,511,726	2,932,699
T.Rowe Price 2020 Fund	1,491,283	3,327,012
T.Rowe Price 2035 Fund	1,131,570	2,228,446
Eaton Vance Large Cap Value Fund	983,299	1,640,235
Fidelity Advisor Diversified International Fund	921,858	3,162,166
T.Rowe Price 2040 Fund	904,347	1,684,895
T.Rowe Price 2015 Fund	886,568	2,028,675
MFS Large Cap Growth Fund	717,253	1,634,698
T.Rowe Price 2045 Fund	561,161	1,124,997
ING FMR Diversified Midcap Fund*	250,233	133,141
T.Rowe Price 2050 Fund	240,252	431,501
T.Rowe Price 2010 Fund	197,911	599,431
ING Columbia Small Cap Fund*	159,678	144,635
Dodge & Cox International Stock Fund	115,711	172,849
Artisan Midcap Value Fund	95,557	204,821
T.Rowe Price Income Fund	56,605	173,232
Vanguard International Stock Fund	43,269	94,142
PIMCO Total Return Fund	(27,023)	338,419
<b>Total mutual funds</b>	<b>16,602,132</b>	<b>29,969,081</b>
<b>Net appreciation in fair value of investments</b>	<b>\$ 20,082,933</b>	<b>\$ 35,836,512</b>

\* Denotes party-in-interest

**4. Stable Value Fund**

The ING Intermediate Stable Value Fund (the Fund) is a pooled separate account that invests in a range of publicly traded fixed income instruments. It provides a specified rate of return to Plan participants based on the performance of the underlying assets, and such returns are reinvested into the Fund. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals.



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The Fund itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Limitations on the ability of the fund to transact at contract value:

*Participation in the Fund* Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to non-competing funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan sponsor. The following employer-initiated events may limit the ability of the Fund to transact at contract value:

A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA

Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund

Any transfer of assets from the Fund directly into a competing investment option

Plant closings, layoffs, bankruptcy or reorganization, mergers, or early retirement incentive programs

The establishment of a defined contribution plan that competes with the Plan for employee contributions

Complete or partial termination of the Plan or its merger with another plan

*Investments in the Fund* The Fund invests in fixed-income securities and enters into wrap contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the Fund in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain capital preservation and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrap contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

An uncured default by either the Fund or issuer allowing the non-defaulting party to terminate the contract

Any change in law, regulation, or administrative ruling that could have a material adverse effect on the Fund's cash flow

Employer-initiated transactions by participating plans as described above

In the event that wrap contracts fail to perform as intended, the Fund's value may decline if the market value of its assets declines. The Fund's ability to receive amounts due pursuant to these wrap contracts is

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dependent on the third-party issuer's ability to meet its financial obligations. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable value if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the Fund's inability to promptly find a replacement wrap contract following termination of a wrap contract. Wrap contracts are not transferable and have no trading market. There are a limited number of wrap issuers. The Fund may lose the benefit of wrap contracts on any portion of its assets in default in excess of a certain percentage of portfolio assets.

## **5. LITIGATION**

In January 2009, the Company, on behalf of the Plan, commenced a lawsuit against State Street Bank and Trust Company ( State Street ) and ING Institutional Plan Services, LLC (formerly CitiStreet, LLC) ( ING ) to recover certain losses the Plan suffered during 2007. The Company has agreed to fund the litigation expenses of such suit and to recover such expenditures only should the Plan recover lost earnings. The Company and the Plan have entered into an agreement regarding such expenditures.

In March 2010, the Plan received \$3,486,351 from a fair fund that State Street had set up as a result of a settlement between State Street and the Securities and Exchange Commission ( SEC ). This settlement resulted from an investigation the SEC launched into certain losses from State Street's income funds which the Plan was invested in. The Plan transferred \$909,408 to the Company to offset the attorneys' fees and costs it had incurred in its ongoing litigation against State Street and ING. The remaining \$2,576,943 was allocated to participants who were invested in the fund when the losses occurred. In November 2010, ING filed an amended answer in the case, which included counter claims and cross-claims against the Company, the Plan Pension Investment Committee, Plan Pension Investment Committee Members, Silver Oak Wealth Management, the Plan's former investment advisor, and State Street seeking contribution and indemnification should ING be found liable to the Plan. ING has not filed any counter claims or cross-claims against the Plan. The Company's lawsuit against State Street and ING, including ING's counter claims and cross-claims, is still ongoing.

## **6. TAX STATUS**

The Company received a favorable determination letter dated August 13, 2002, from the IRS stating that the Plan and related trust are designed in compliance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however, the Company and Plan management believe the Plan is being operated in conformity with applicable requirements of the IRC, and as a result, no provision for income tax is believed necessary.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan administrator has determined no uncertain tax positions have been taken or expect to be taken as of December 31, 2010 and 2009. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for reporting years prior to December 31, 2007.

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The Company and its subsidiaries have voluntarily agreed to make contributions to the Plan as specified in the Plan documents. Although the Company has not expressed any intent to terminate the Plan, it may do so at any time, subject to such provisions set forth in ERISA. In the event that the Plan is terminated, all participant Company-contributed account balances, which normally vest over three years, would become 100% vested immediately.

**8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by State Street Bank and Trust Company and ING Institutional Services, LLC. State Street Bank and Trust Company is the trustee as defined by the Plan and ING Institutional Services is the recordkeeper, and therefore, these transactions qualify as exempt party-in-interest transactions. The Plan paid \$40,500 and \$13,400 to State Street Bank and Trust Company and ING Institutional Services, respectively, for investment management services for the year ended December 31, 2010. The Plan also received \$3,486,351 from State Street Bank and Trust Company and paid the Company \$909,408 related to the disclosure in Note 5.

At December 31, 2010 and 2009, the Plan held 626,410 and 633,635 shares, respectively, of common stock of the Company, the sponsoring employer, with a cost basis of \$6,935,172 and \$6,931,623, respectively. During the years ended December 31, 2010 and 2009, the Plan recorded dividend income from the Company's common stock of \$204,599 and \$218,695, respectively.

**9. FINANCIAL ASSETS**

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Financial assets and liabilities measured at fair value as of December 31, 2010, are as follows:

	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total Fair Value
<b>Mutual funds:</b>				
Retirement target funds	\$ 75,665,969	\$	\$	\$ 75,665,969
Large cap funds	19,667,458			19,667,458
International stock funds	15,110,429			15,110,429
Small-cap funds	17,961,080			17,961,080
Fixed-income funds	8,712,827			8,712,827
Mid cap funds	3,026,330			3,026,330
Income funds	796,715			796,715
Apogee common stock	8,419,389			8,419,389
Money market	181,176			181,176
Stable value fund		35,102,995		35,102,995
<b>Common collective trust funds:</b>				
Index funds		23,313,034		23,313,034
<b>Total</b>	<b>\$ 149,541,373</b>	<b>\$ 58,416,029</b>	<b>\$</b>	<b>\$ 207,957,402</b>



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The *Stable Value Fund* is a diversified portfolio of fixed-income assets. This diversified fund seeks to maintain a high overall credit quality and consists of various publicly traded fixed-income instruments. The current average credit quality of the underlying fixed-income investment strategy is AA and is benchmarked to the Barclays Capital U.S. Aggregate Index. These investments are available to redeem immediately, and there are no redemption restrictions or notice periods required. There were no unfunded commitments as of December 31, 2010.

The *Index Funds* are a diversified portfolio of all stocks representing the S&P 500, Russell 2000, and Midcap Indices. These funds seek to closely reproduce the returns of the U.S. stock market captured by these indices. The funds may also hold 2% to 5% of their value in futures contracts. The strategy of investing in the same stocks as the Index minimizes the need for trading and therefore results in lower expenses. These investments are available to redeem immediately, and there are no redemption restrictions or notice periods required. There were no unfunded commitments as of December 31, 2010.

Financial assets and liabilities measured at fair value as of December 31, 2009, are as follows:

	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total Fair Value
<b>Mutual funds:</b>				
Retirement target funds	\$ 65,417,263	\$	\$	\$ 65,417,263
Large cap funds	18,788,377			18,788,377
International stock funds	14,193,311			14,193,311
Small-cap funds	12,665,051			12,665,051
Fixed-income funds	7,599,552			7,599,552
Mid cap funds	1,717,805			1,717,805
Income funds	1,012,270			1,012,270
Apogee common stock	8,870,890			8,870,890
Money market	150,432			150,432
Stable value fund		34,842,292		34,842,292
<b>Common collective trust funds:</b>				
Index funds		19,774,705		19,774,705
<b>Total</b>	<b>\$ 130,414,915</b>	<b>\$ 54,616,997</b>	<b>\$</b>	<b>\$ 185,031,948</b>

Following is a description of the valuation methodologies used for assets measured at fair value:

*Level 1* Valued at the closing price reported on the active market on which the individual securities are traded.

*Level 2* Valued using other significant observable inputs which include quoted prices for similar securities, interest rates, prepayments speeds, and credit risk.

*Level 3* Value is determined by using significant unobservable inputs. Unobservable inputs reflect assumptions about the factors market participants would use in valuing a portfolio instrument and would be based on the best information available.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while Plan management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**Table of Contents****10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

A reconciliation of investments per the financial statements to the Form 5500 for the years ended December 31, 2010 and 2009, is as follows:

	<b>2010</b>	<b>2009</b>
Investments at fair value per financial statements	\$ 207,957,402	\$ 185,031,948
Classification of participants loans as Notes Receivable	9,183,086	8,200,698
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(1,916,200)	(576,799)
Investments per the Form 5500	\$ 215,224,288	\$ 192,655,847

For the year ended December 31, 2010, a reconciliation of distributions to participants per the financial statements to the Form 5500 is as follows:

Total distributions to participants per the financial statements	\$ (18,841,671)
Add amount allocated to participants for withdrawal at December 31, 2009	223,000
Less amount allocated to participants for withdrawal at December 31, 2010	(73,900)
Total distributions to participants per the Form 5500	\$ (18,692,571)

For the year ended December 31, 2010, a reconciliation of net assets available for benefits per the financial statements to the Form 5500 is as follows:

Net assets available for benefits per the financial statements	\$ 219,872,571
Less amount allocated to participants for withdrawal at December 31, 2010	(73,900)
Net assets available for benefits per the Form 5500	\$ 219,798,671

\* \* \* \* \*

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**SUPPLEMENTAL SCHEDULE FURNISHED PURSUANT TO THE  
REQUIREMENTS OF FORM 5500**

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**Table of Contents****APOGEE ENTERPRISES, INC. 401(k) RETIREMENT PLAN**

EIN: 41-0919654, PLAN NUMBER: 005

**SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

AS OF DECEMBER 31, 2010

Description	Cost	Description of Investment	Current Value
State Street Global Advisors Money Market Fund*	**	Money Market	\$ 181,176
ING Intermediate Stable Value Fund*	**	Pooled Separate Account	33,186,795
State Street Global Advisors S&P 500 Index Fund*	**	Common/Collective Trust	13,714,709
State Street Global Advisors Mid Cap Fund*	**	Common/Collective Trust	9,183,106
State Street Global Advisors Russell 2000 Fund*	**	Common/Collective Trust	415,219
Franklin Small Cap Growth Fund II	**	Mutual Fund	16,756,699
T.Rowe Price 2025 Fund	**	Mutual Fund	16,486,722
T.Rowe Price 2020 Fund	**	Mutual Fund	13,701,492
Fidelity Advisor Diversified International Fund	**	Mutual Fund	13,334,194
T.Rowe Price 2030 Fund	**	Mutual Fund	12,597,101
Eaton Vance Large Cap Value Fund	**	Mutual Fund	12,242,551
PIMCO Total Return Fund	**	Mutual Fund	8,712,827
T.Rowe Price 2035 Fund	**	Mutual Fund	8,864,656
T.Rowe Price 2015 Fund	**	Mutual Fund	8,387,039
MFS Large Cap Growth Fund	**	Mutual Fund	7,424,907
T.Rowe Price 2040 Fund	**	Mutual Fund	7,074,490
T.Rowe Price 2045 Fund	**	Mutual Fund	4,525,140
T.Rowe Price 2010 Fund	**	Mutual Fund	2,156,187
T.Rowe Price 2050 Fund	**	Mutual Fund	1,873,142
ING FMR Diversified Midcap Fund*	**	Mutual Fund	1,741,549
Artisan Midcap Value Fund	**	Mutual Fund	1,284,781
Dodge & Cox International Fund	**	Mutual Fund	1,209,198
ING Columbia Small Cap Fund*	**	Mutual Fund	1,204,381
T.Rowe Price Income Fund	**	Mutual Fund	796,715
Vanguard International Stock Fund	**	Mutual Fund	567,037
Apogee Enterprises, Inc. Common Stock*	**	Employer Securities	8,419,389
Loans to participants, with maturity dates ranging from 1/7/11 to 8/22/25 and with interest rates ranging from 4.25% to 9.50%*,***	**	Participant Loans	9,183,086
<b>TOTAL</b>			<b>\$ 215,224,288</b>

\* Denotes party-in-interest.

\*\* Historical cost has been omitted for participant-directed investments.

\*\*\* Net of \$4,385 in deemed loan distributions.



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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

APOGEE ENTERPRISES, INC. 401(K)

RETIREMENT PLAN

By: APOGEE ENTERPRISES, INC.,  
the Plan Administrator

By: /s/ James S. Porter  
James S. Porter  
Chief Financial Officer

Date: June 29, 2011