

APOGEE ENTERPRISES, INC.
 Form 4
 January 21, 2015

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 *
ALDRICH BERNARD P

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)

9085 BRECKENRIDGE LANE

(Street)

EDEN PRAIRIE, MN 55437

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2015

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

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

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction or 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|-----------------------------------|---|---|-----------------------------|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | | | |
| Common Stock | 12/05/2014 | | G | V | 620 | D \$ 0 | 26,542 ⁽¹⁾ | D | |
| Common Stock | 01/20/2015 | | M | | 9,311 | A \$ 15.05 | 35,853 | D | |
| Common Stock | 01/20/2015 | | S | | 1,110 | D \$ 43.2852 ⁽²⁾ | 34,743 | D | |
| Common Stock | 01/21/2015 | | S | | 8,201 | D \$ 43.05 ⁽³⁾ | 26,542 | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Option to Buy | \$ 15.05 | 01/20/2015 | | M | 9,311 | ⁽⁴⁾ 06/28/2016 | Common Stock | 9,311 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALDRICH BERNARD P 9085 BRECKENRIDGE LANE EDEN PRAIRIE, MN 55437 | X | | | |

Signatures

Attorney-in-Fact for Bernard P. Aldrich
Date: 01/21/2015

**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 price reported is the weighted average purchase price for the transactions reported. The prices paid ranged from \$43.26 to \$43.30.
 - (2) The Reporting Person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares purchased at each price within the range.
The price reported is the weighted average purchase price for the transactions reported. The prices paid ranged from \$43.00 to \$43.15.
 - (3) The Reporting Person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares purchased at each price within the range.

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(4) 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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