# SEC Form 4

# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	OMB APPROVAL										
OMB Number: 3235-028											
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	hours per response:	0.5									

l,

1. Name and Address of Reporting Person* ALDRICH BERNARD P			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>APOGEE ENTERPRISES INC</u> [ APOG ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					Director	10% Owner			
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2004		Officer (give title below)	Other (specify below)			
7725 WASHINGTON AVENUE SOUTH									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				Form filed by One Repor	filed by One Reporting Person				
MINNEAPOLIS 55439		55439		Form filed by More than On Person		One Reporting			
(City)	(State)	(Zip)							
	Т	able I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefic	cially C	wned				

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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 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. Transa Code ( 8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red sed 3, 4	6. Date Exerci: Expiration Dat (Month/Day/Ye	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units (1)	\$0 <sup>(2)</sup>	06/30/2004		А		1,427		08/08/1988 <sup>(1)</sup>	08/08/1988 <sup>(1)</sup>	Common Stock	1,427	\$10.4	10,840 <sup>(1)</sup>	D	
Phantom Stock Units (1)	\$0 <sup>(2)</sup>	06/30/2004		A <sup>(3)</sup>		54		08/08/1988 <sup>(1)</sup>	08/08/1988 <sup>(1)</sup>	Common Stock	54	\$10.4	10,894	D	

#### Explanation of Responses:

1. The phantom stock units were allocated under the Deferred Compensation Plan for Non-Employee Directors. The units of phantom stock will be settled in shares of common stock following the director's termination from the Board or death, 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.

Patricia A. Beithon, Attorney-07/01/2004

in-Fact for Bernard P. Aldrich \*\* Signature of Reporting Person

Date

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

 $\ast$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.