# SEC Form 4

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# 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(b) of the Investment Company Act of 1940

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

	ress of Reporting Perso	n*	2. Issuer Name and Ticker or Trading Symbol APOGEE ENTERPRISES INC [ APOG ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>SHANNON MICHAEL E</u>				X	Director	10% Owner				
(Last) (First) (Middle)   MESHANNON & ASSOCIATES 2001 KIRBY DRIVE, SUITE 607		. ,	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2005		Officer (give title below)	Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) HOUSTON				X	Form filed by One Rep Form filed by More that Person	5				
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

#### 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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	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)

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)	Instr.	of Deriv	r osed ) r. 3, 4	Expiration Date (Month/Day/Year)		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 <sup>(1)</sup>	\$0 <sup>(2)</sup>	09/30/2005		A <sup>(3)</sup>		50		08/08/1988 <sup>(1)</sup>	08/08/1988 <sup>(1)</sup>	Common Stock	50	\$17.1	13,894	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.

/s/ Patricia A. Beithon, Attorney-in-Fact for Michael E. 10/03/2005 Shannon

\*\* Signature of Reporting Person Date

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

\* 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.