

Davis Jerome L
 Form 4
 January 03, 2019

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 *
 Davis Jerome L

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2018

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

C/O APOGEE ENTERPRISES, INC., 4400 WEST 78TH STREET, SUITE 520

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MINNEAPOLIS, MN 55435

(City) (State) (Zip)

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 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 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. Price of Derivative Security (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units ⁽¹⁾ | \$ 0 ⁽²⁾ | 12/31/2018 | | A | 711 | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 711 | \$ 29. |
| Phantom Stock Units ⁽¹⁾ | \$ 0 ⁽²⁾ | 12/31/2018 | | A ⁽³⁾ | 92 | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 92 | \$ 29. |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 ⁽²⁾ | 12/31/2018 | | A ⁽⁵⁾ | 37 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 37 | \$ 29. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis Jerome L C/O APOGEE ENTERPRISES, INC. 4400 WEST 78TH STREET, SUITE 520 MINNEAPOLIS, MN 55435 | X | | | |

Signatures

/s/ Patricia A. Beithon, Attorney-in-Fact for Jerome L. Davis
 Date: 01/03/2019
 **Signature of Reporting Person

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).
- The phantom stock units were allocated under the Deferred Compensation Plan for Non-Employee Directors. The units of phantom stock
- (1) 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.
 - (2) Settled 1-for-1.
 - (3) Units acquired pursuant to a dividend equivalent reinvestment feature of the Deferred Compensation Plan for Non-Employee Directors.
 - (4)

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The restricted stock units were allocated under the 2009 Non-Employee Director Stock Incentive Plan. The units of restricted stock 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.

(5) Units acquired pursuant to a dividend equivalent reinvestment feature of the 2009 Non-Employee Director Stock Incentive Plan.

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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