

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report: January 19, 2011
(Date of earliest event reported)**

APOGEE ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 0-6365

Minnesota
(State or other jurisdiction of incorporation)

41-0919654
(IRS Employer Identification No.)

**4400 West 78th Street – Suite 520
Minneapolis, Minnesota 55435**
(Address of principal executive offices, including zip code)

(952) 835-1874
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) **CEO Retirement.** The Board of Directors (the "Board") of Apogee Enterprises, Inc. (the "Company") develops succession plans for members of the Company's senior management team. As part of this process, the Board has been engaged in ongoing discussions with Russell Huffer, the Company's Chief Executive Officer and Chairman of the Board, regarding Mr. Huffer's service as Chief Executive Officer of the Company. On January 19, 2011, at a regularly scheduled Board meeting, Mr. Huffer informed the Board that he intends to retire from the position of Chief Executive Officer of the Company by the end of fiscal 2012, but will continue to serve as Chief Executive Officer until his successor is elected by the Board. The Board has formed a search committee, which intends to engage a search firm with the goal of identifying Mr. Huffer's successor no later than the end of the Company's 2012 fiscal year.

Chair of the Board. In connection with the impending leadership changes, the Board determined to separate the Chair of the Board and Chief Executive Officer positions. On January 19, 2011, Mr. Huffer agreed to step down as Chair of the Board. Mr. Huffer will continue to serve as a member of the Board. On January 19, 2011, the Board elected Bernard P. Aldrich, a current director of the Company, to the position of Non-Executive Chair of the Board to serve until the next annual meeting of the Company's shareholders. The Board also adopted roles and responsibilities for the Non-Executive Chair position and determined to pay Mr. Aldrich, in lieu of all other cash fees paid to non-employee directors, at the rate of \$100,000 per year for his service as Non-Executive Chair of the Board. Because the Company now has an independent Chair of the Board, the Board eliminated the Lead Director position and Stephen Mitchell ceased serving in that role effective January 19, 2011. In addition, Mr. Aldrich stepped down as Chair of the Board's Compensation Committee, and the Board elected David E. Weiss, a current member of the Board and that Committee, to serve as Chair of that Committee, effective January 19, 2011.

Fiscal 2012 Compensation. For his services in fiscal 2012, Mr. Huffer will continue to receive a base salary of \$700,000 per year and will be eligible to receive a bonus under the Company's Amended and Restated Executive Management Incentive Plan. The Board has determined not to grant any performance-based, long-term equity incentive awards to Mr. Huffer for fiscal 2012.

Separation Payments. The Board and Mr. Huffer have agreed that, upon Mr. Huffer's retirement as Chief Executive Officer of the Company, Mr. Huffer will receive \$1,225,000 in cash, which is equal to his current annual base salary plus his target bonus for fiscal 2011. In addition, the Company will pay Mr. Huffer approximately \$21,000, representing the excess cost to Mr. Huffer of receiving COBRA health benefits for the 18-month period following his cessation as an employee of the Company, and approximately \$11,000, representing the projected cost to Mr. Huffer of health insurance premiums following the expiration of the COBRA period until Mr. Huffer attains the age of 65. The Company further agreed to provide Mr. Huffer with outplacement assistance, at a cost of up to a maximum amount of \$50,000. Pursuant to the terms of the Company's Amended and Restated 2002 Omnibus Stock Incentive Plan, 2009 Stock Incentive Plan and related award agreements, the Board agreed to accelerate the vesting of a total of 45,542 shares of time-based restricted common stock of the Company held by Mr. Huffer that is due to vest in April 2012 and April 2013. In consideration of the foregoing, Mr. Huffer agreed to provide consulting services to the Company for a period of one-year following his retirement, and to enter into a general release of the Company from any and all claims and causes of action of any kind that he has or may have had against the Company. In addition, pursuant to provisions contained in various award agreements and pension plans of the Company, Mr. Huffer will continue to be prohibited from competing with the Company for a period of two years following his last date of employment with the Company.

Item 7.01 Regulation FD Disclosure.

A press release, dated January 19, 2011, announcing the leadership changes described above is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release issued by Apogee Enterprises, Inc. dated January 19, 2011.*

* Filed herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

APOGEE ENTERPRISES, INC.

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

Date: January 19, 2011

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Apogee Enterprises, Inc. dated January 19, 2011.*

* Filed herewith

NEWS RELEASE**APOGEE**

Contact: Mary Ann Jackson
Investor Relations
952-487-7538
mjackson@apog.com

For Immediate Release
Wednesday, January 19, 2011

**APOGEE ANNOUNCES PLANNED RETIREMENT
OF CHAIRMAN AND CEO RUSS HUFFER**

NATIONAL SEARCH FOR SUCCESSOR TO BEGIN IMMEDIATELY

MINNEAPOLIS, MN (January 19, 2011) – Apogee Enterprises, Inc. (Nasdaq:APOG) today announced that Chairman and Chief Executive Officer Russell Huffer will retire, pending the naming of a successor. The board of directors of Apogee will immediately initiate a national search for his successor. He will remain CEO until the search is completed. Huffer, 61, is also stepping down from his position as chairman, effective immediately. The board has named current director Bernard P. Aldrich to replace Huffer as non-executive chairman. Huffer will continue to serve on the board of directors until a new CEO is named.

“We are grateful to Russ for his leadership as CEO over the past 13 years and for helping to create a logical succession plan for this transition,” said Aldrich. “Russ’ selfless dedication to Apogee over the course of the past quarter century is unique in today’s business environment, so it comes as no surprise to the board that he has decided that now is the appropriate time to start the leadership transition. Russ has accomplished a great deal during his tenure as CEO, including the strategic realignment of the company’s businesses, strong capital management, establishing Apogee’s businesses as quality and service brands and positioning the company for profitable growth. Russ is responsible for much of the fundamental science that drives our industry – such as products with energy-efficient coatings for the commercial construction industry – and Apogee has benefitted from his many patents and continual focus on innovation. His legacy here will be a strong company that is well-positioned to capitalize on future opportunities.”

Huffer was elected Apogee chairman in June 1999, after having been elected president and CEO in January 1998. He joined Apogee in 1986 as vice president and general manager of Viracon, Apogee’s largest subsidiary and the leading fabricator of coated, high-performance architectural glass for global markets. During Huffer’s time as CEO, on a comparable basis, revenues in Apogee’s core business rose significantly, from approximately \$580 million in his first fiscal year as CEO to more than \$925 million at their height in 2009. He also was responsible for realignment of the company’s business

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strategy and generating more than \$600 million of cash flow from operations, during his tenure as CEO. This has moved the company from high debt to net cash, while enabling significant investment levels.

“I’ve witnessed a great deal of change in my 25 years with Apogee,” Huffer said. “But one constant has been my passion for this industry, this company and these employees. It’s that same dedication that has me stepping aside at the appropriate time for me and for the company. I feel I’m leaving Apogee in a position to accomplish great things. The timing is right for a new leader to assume the reins, as the global economy accelerates its recovery. I can now hand off a company positioned to capitalize on its strong foundation, as it heads into a new, promising economic era.”

As chairman and CEO, Huffer has overseen the strategic realignment of Apogee from its roots in the after-market auto glass industry to a provider of value-added glass solutions for commercial buildings and framing art. He also spearheaded the company’s successful adoption of Lean Six Sigma improvement processes that have reduced costs and improved operating efficiencies throughout the company. He has worked directly on three patented low-emissivity (energy-efficient) glass coatings and developed reflective high-performance glass coatings, all for use on commercial buildings, and he continued his focus on product development and developing a culture of innovation throughout his tenure.

Before joining Apogee, Huffer spent six years in various management positions with Guardian Industries’ coatings, float glass and glass fabrication divisions. Previous to that, he spent two years as a senior designer at Ford Motor Company and seven years in the U.S. Air Force.

Effective immediately, current director Bernard P. Aldrich has been named non-executive chairman, to replace Huffer. Aldrich, a member of Apogee’s board of directors since 1999, is the retired chief executive officer and president of Rimage Corporation, a publicly-held designer and manufacturer of workflow integrated digital publishing solutions. He has also served as chair of Apogee’s compensation committee and as a member of its nominating and corporate governance committee. Aldrich, 61, retired from Rimage in 2009 after 12 years as president and CEO. He has 13 years of public company operational experience and 18 years of private company financial management experience, to go along with his expertise in manufacturing operations.

“The board believes strongly that Apogee is poised for future success,” said Aldrich. “This is due largely to the hard work and passion that Russ Huffer has infused into this company. We look forward to continuing to work with him during this transition. We are confident that he will leave behind a company with a solid reputation, solid financial base and a best-in-class operating platform.”

The discussion above contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements reflect Apogee management’s expectations or beliefs as of the date of this release. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements are qualified by factors that may affect the operating results of the company, including the following: operational risks within (A) the architectural segment: i) competitive, price-sensitive and changing market conditions, including unforeseen project delays and cancellations; ii) economic conditions, material cost increases and the cyclical nature of the North American and Brazilian commercial construction industries; iii) product performance, reliability,

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execution or quality problems that could delay payments, increase costs, impact orders or lead to litigation; iv) the segment's ability to fully and efficiently utilize production capacity; and v) integration of the Glassec Viracon business; and (B) the large-scale optical segment: i) markets that are impacted by consumer confidence and trends; ii) dependence on a relatively small number of customers; iii) changing market conditions, including unfavorable shift in product mix; and iv) ability to fully and efficiently utilize production capacity. Additional factors include: i) revenue and operating results that are volatile; ii) financial market disruption which could impact company, customer and supplier credit availability; iii) self-insurance risk related to a material product liability event and to health insurance programs; iv) management of discontinued operations exiting activities; v) cost of compliance with governmental regulations relating to hazardous substances; and vi) foreign currency risk related to certain continuing and discontinued operations. The company cautions investors that actual future results could differ materially from those described in the forward-looking statements, and that other factors may in the future prove to be important in affecting the company's results of operations. New factors emerge from time to time and it is not possible for management to predict all such factors, nor can it assess the impact of each such factor on the business or the extent to which any factor, or a combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. For a more detailed explanation of the foregoing and other risks and uncertainties, see Item 1A of the company's Annual Report on Form 10-K for the fiscal year ended February 27, 2010.

Apogee Enterprises, Inc., headquartered in Minneapolis, is a leader in technologies involving the design and development of value-added glass products and services. The company is organized in two segments:

- Architectural products and services companies design, engineer, fabricate, install, maintain and renovate the walls of glass and windows comprising the outside skin of commercial and institutional buildings. Businesses in this segment are: Viracon, the leading fabricator of coated, high-performance architectural glass for global markets; Harmon, Inc., one of the largest U.S. full-service building glass installation, maintenance and renovation companies; Wausau Window and Wall Systems, a manufacturer of custom aluminum window systems and curtainwall; Linetec, a paint and anodizing finisher of window frames and PVC shutters; and Tubelite, a fabricator of aluminum storefront, entrance and curtainwall products.
- Large-scale optical segment consists of Tru Vue, a value-added glass and acrylic manufacturer for the custom picture framing market and commercial optics.

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