

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended August 29, 1998 Commission File Number 0-6365

APOGEE ENTERPRISES, INC.

(Exact Name of Registrant as Specified in Charter)

Minnesota

41-0919654

(State of Incorporation)

(IRS Employer ID No.)

7900 Xerxes Avenue South, Suite 1800, Minneapolis, Minnesota 55431

(Address of Principal Executive Offices)

Registrant's Telephone Number (612) 835-1874

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the latest practicable date.

Class	Outstanding at September 30, 1998
-----	-----
Common Stock, \$.33-1/3 Par Value	27,649,372

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APOGEE ENTERPRISES, INC. AND SUBSIDIARIES
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and February 28, 1998

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APOGEE ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Thousands of Dollars)

	August 29, 1998	February 28, 1998
	-----	-----
ASSETS		
Current assets		
Cash and cash equivalents	\$ 9,755	\$ 7,853
Receivables, net of allowance for doubtful accounts	166,759	145,121
Inventories	67,424	64,183
Costs and earnings in excess of billings on uncompleted contracts	11,483	6,796
Refundable income taxes	6,093	16,533
Deferred tax assets	11,854	14,218
Other current assets	5,730	7,540
	-----	-----
Total current assets	279,098	262,244
	-----	-----
Property, plant and equipment, net	150,487	129,937
Marketable securities - available for sale	19,143	18,706
Investments	536	709
Intangible assets, at cost less accumulated amortization	55,231	50,500
Other assets	2,249	2,025
	-----	-----
Total assets	\$ 506,744	\$ 464,121
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 52,016	\$ 44,055
Accrued expenses	95,700	108,893
Billings in excess of costs and earnings on uncompleted contracts	43,859	23,141
Current installments of long-term debt	1,279	1,679
	-----	-----
Total current liabilities	192,854	177,768
	-----	-----
Long-term debt	162,024	151,967
Other long-term liabilities	29,825	24,785
Minority interest	210	
Shareholders' equity		
Common stock, \$.33 1/3 par value; authorized 50,000,000		

shares; issued and outstanding 27,608,000 and 27,453,000 shares, respectively	9,203	9,151
Additional paid-in capital	41,874	38,983
Retained earnings	71,439	61,899
Unearned compensation	(961)	(686)
Net unrealized gain on marketable securities	276	254
	-----	-----
Total shareholders' equity	121,831	109,601
	-----	-----
Total liabilities and shareholders' equity	\$ 506,744	\$ 464,121
	=====	=====

See accompanying notes to consolidated financial statements.

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APOGEE ENTERPRISES, INC. AND SUBSIDIARIES
 CONSOLIDATED RESULTS OF OPERATIONS
 FOR THE THREE MONTHS AND SIX MONTHS ENDED
 AUGUST 29, 1998 AND AUGUST 30, 1997
 (Thousands of Dollars Except Share and Per Share Amounts)

	Three Months Ended		Six Months Ended	
	August 29, 1998	August 30, 1997	August 29, 1998	August 30, 1997
	-----	-----	-----	-----
Net Sales	\$ 250,903	\$ 246,015	\$ 484,030	\$ 469,866
Cost of sales	196,448	185,580	384,252	362,542
	-----	-----	-----	-----
Gross profit	54,455	60,435	99,778	107,324
Selling, general and administrative expenses	36,814	32,221	72,859	64,574
Unusual items	--	11,583	--	12,791
	-----	-----	-----	-----
Operating income	17,641	16,631	26,919	29,959
Interest expense, net	2,499	1,755	5,145	4,059
	-----	-----	-----	-----
Earnings before income taxes and other items below	15,142	14,876	21,774	25,900
Income taxes	5,602	5,065	8,056	9,065
Equity in net loss of affiliated companies	448	154	748	404
Minority interest	(63)	--	(63)	--
	-----	-----	-----	-----
Net earnings	\$ 9,155	\$ 9,657	\$ 13,033	\$ 16,431
	=====	=====	=====	=====
Earnings per share-Basic	\$ 0.33	\$ 0.35	\$ 0.47	\$ 0.59
	=====	=====	=====	=====
Earnings per share-Diluted	\$ 0.33	\$ 0.34	\$ 0.47	\$ 0.58
	=====	=====	=====	=====
Cash dividends per common share	\$ 0.050	\$ 0.045	\$ 0.100	\$.090
	=====	=====	=====	=====

See accompanying notes to consolidated financial statements.

APOGEE ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED AUGUST 29, 1998 AND AUGUST 30, 1997
(Thousands of Dollars)

	1998	1997
	-----	-----
OPERATING ACTIVITIES		
Net earnings	\$ 13,033	\$ 16,431
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	13,452	11,890
Provision for losses on accounts receivable	1,074	353
Deferred income tax (benefit) expense	6,864	(551)
Equity in net loss of affiliated companies	748	404
Minority interest	(63)	--
Other, net	105	1,595
	-----	-----
Cash flow before changes in operating assets and liabilities	35,213	30,122
Changes in operating assets and liabilities, net of effect of acquisitions		
Receivables	(22,173)	17,353
Inventories	(3,200)	(5,102)
Costs and earnings in excess of billings on uncompleted contracts	(4,687)	6,377
Other current assets	1,865	2,512
Accounts payable and accrued expenses	(6,556)	(10,514)
Billings in excess of costs and earnings on uncompleted contracts	20,718	(3,971)
Refundable income taxes and accrued income taxes	11,152	--
Accrued income taxes	--	7,451
Other long-term liabilities	265	(2,663)
	-----	-----
Net cash provided by operating activities	32,597	41,565
	-----	-----
INVESTING ACTIVITIES		
Capital expenditures	(32,906)	(18,218)
Acquisition of businesses, net of cash acquired	(3,335)	(500)
Increase in marketable securities	(403)	(8,405)
Investments in and advance to affiliated companies	(575)	--
Proceeds from sale of property and equipment	192	108
Other, net	34	(1,578)
	-----	-----
Net cash used in investing activities	(36,993)	(28,593)
	-----	-----
FINANCING ACTIVITIES		
Payments on long-term debt	(840)	(2,493)
Proceeds from issuance of long-term debt	10,497	--
Repurchase and retirement of common stock	(830)	(7,017)
Proceeds from issuance of common stock	2,332	3,517
Dividends paid	(2,763)	(2,497)
Increase in deferred debt expenses	(2,098)	--
	-----	-----
Net cash provided by (used in) financing activities	6,298	(8,490)
	-----	-----
Increase in cash	1,902	4,482
Cash at beginning of period	7,853	4,065
	-----	-----
Cash at end of period	\$ 9,755	\$ 8,547
	=====	=====

See accompanying notes to consolidated financial statements.

1. Summary of Significant Accounting Policies

In the opinion of the Company, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of August 29, 1998 and August 30, 1997, the results of operations for the three months and six months ended August 29, 1998 and August 30, 1997 and cash flows for the six months ended August 29, 1998 and August 30, 1997. Certain prior year amounts have been reclassified to conform to the current period presentation.

The financial statements and notes are presented as permitted by Form 10-Q and do not contain certain information included in the Company's annual consolidated financial statements and notes. The information included in this Form 10-Q should be read in conjunction with Management's Discussion and Analysis and financial statements and notes thereto included in the Company's Form 10-K for the year ended February 28, 1998. The results of operations for the three months and six months ended August 29, 1998 and August 30, 1997 are not necessarily indicative of the results to be expected for the full year.

The Company's fiscal year ends on the Saturday closest to February 28. Each interim quarter ends on the Saturday closest to the end of the months of May, August and November.

2. Earnings per share

The following table presents a reconciliation of the denominators used in the computation of basic and diluted earnings per share.

	Three Months Ended		Six Months Ended	
	August 29, 1998	August 30, 1997	August 29, 1998	August 30, 1997
Basic earnings per share-weighted common shares outstanding	27,594,620	27,764,591	27,565,531	27,834,265
Weighted common share assumed upon exercise of stock options	217,551	676,527	231,813	640,998
Diluted earnings per share-weighted common shares and common shares equivalent outstanding	27,812,171	28,441,118	27,797,344	28,475,263

3. Inventories

Inventories consist of the following:

	August 29, 1998	February 28, 1998
Raw materials and supplies	\$19,678	\$20,017
In process	3,915	4,749
Finished goods	43,831	39,417
	\$67,424	\$64,183

Second quarter net earnings of \$9.2 million, or 33 cents per share diluted, were 5% lower than last year's \$9.7 million, or 34 cents per share diluted. Revenues for the quarter were 2% higher than a year ago at \$250.9 million. Operating income increased 6% to \$17.6 million from \$16.6 million in last year's second quarter, which included \$11.6 million in operating losses related to Building Products & Services' exited European curtainwall operations. Overall, the increase in Apogee's operating income was led by an improvement in Building Products & Services, which more than offset decreases in Glass Technologies and Auto Glass.

Year-to-date net earnings fell 21% to \$13.0 million, or 47 cents per share diluted, from \$16.4 million, or 58 cents per share diluted, in the prior year. Revenues for the first six months increased 3%, to \$484.0 million, compared to \$469.9 million a year ago.

The following table presents the percentage change in net sales and operating income for the Company's three segments and on a consolidated basis, for three and six months when compared to the corresponding periods a year ago.

(Dollars in thousands)	Three Months Ended			Six Months Ended		
	August 29, 1998	August 30, 1997	% Chg	August 29, 1998	August 30, 1997	% Chg
NET SALES						
Glass Technologies	\$ 50,326	\$ 58,005	(13)	\$ 104,865	\$ 110,050	(5)
Auto Glass	109,047	97,296	12	205,803	187,553	10
Building Products & Services	94,592	93,407	1	178,776	177,199	1
Intersegment Eliminations	(3,062)	(2,693)	14	(5,414)	(4,936)	10
Total	\$ 250,903	\$ 246,015	2	\$ 484,030	\$ 469,866	3
	=====	=====	=====	=====	=====	=====
OPERATING INCOME						
Glass Technologies	\$ 2,767	\$ 7,907	(65)	\$ 5,860	\$ 13,184	(56)
Auto Glass	9,825	11,417	(14)	14,738	17,762	(17)
Building Products & Services	5,630	(2,374)	NM	6,721	(640)	NM
Corporate and Other	(581)	(319)	82	(400)	(347)	15
Total	\$ 17,641	\$ 16,631	6	\$ 26,919	\$ 29,959	(10)
	=====	=====	=====	=====	=====	=====

Glass Technologies (GT)

Sales at Glass Technologies decreased 13% to \$50.3 million in the second quarter, while operating income fell 65% to \$2.8 million from last year's strong \$7.9 million. The segment's results were primarily affected by the suspension of Viratec's Optium CRT coating line, which has been relocated to Southern California and is presently going through testing and limited production runs; and temporary issues related to capacity limitations at Viracon that slowed production and caused additional costs during June and July. The segment's results were also affected by lower demand for Viratec's anti-glare filter and front-surface mirror products due to the economic slowdown in Asia.

Viracon, the segment's largest operating unit, reported lower net sales and earnings for the period compared to last year's strong second quarter. These results were due primarily to the factors noted above. By the end of the quarter, Viracon was running more efficiently than earlier in the period despite its continuing capacity limitations. Construction of Viracon's new Statesboro, Georgia facility remained on schedule. Modest production from temporary operations used in the training of employees for the new

facility is expected to help relieve capacity constraints at Viracon in

future months. Customer demand for Viracon's high-performance architectural glass products remained strong.

The combination of the suspension of the Optium line and the lower demand for Viratec's anti-glare filter and front-surface mirror products caused Viratec to report an operating loss for the quarter compared to solid operating earnings a year earlier. The Viratec unit's Optium CRT coating line went online in September and is expected to be fully operational by calendar year-end.

Based on its backlog, strong demand for most of its products and the return to operation of Viratec's Optium CRT ray tube coating line, GT expects to report higher operating earnings over the last six months compared to the first half of fiscal 1999. However, for the fiscal year, GT will not match last year's record operating earnings.

Auto Glass (AG)

Sales increased 12% to \$109.0 million at Auto Glass due to improved pricing and an increased store count at Harmon AutoGlass, as well as solid results at both Glass Depot and Curv-lite. However, operating income decreased 14% to \$9.8 million, compared to a year ago, due partly to investments in information technology systems and the continuation of the segment's retail advertising campaign.

During the quarter, AG continued to obtain additional sales as insurance companies adjusted their allocations of business in response to the merger of AG's top two competitors. The segment also continued to proceed with efforts to improve productivity for its auto glass repair and replacement operations. For the first six months of fiscal 1999, same-location retail unit sales rose marginally. At the close of the second quarter, AG had 340 retail locations, 75 wholesale depots and 8 Midas Muffler franchises.

On May 29, 1998, the segment acquired an 80% interest in VIS'N Service Corporation (VIS'N), an insurance claims and policy processing outsource company headquartered in Red Wing, Minnesota. This acquisition expanded the segment's capabilities to outsource insurance claims and policy processing beyond its traditional auto glass market.

The segment expects to report year-over-year operating income improvement over the last half of fiscal 1999.

Building Products & Services (BPS)

Second quarter operating income at Building Products & Services climbed to \$5.6 million compared with an operating loss of \$2.4 million in last year's second quarter. Sales were up slightly to \$94.6 million from the year-ago quarter, which was restated to reflect the deconsolidation of the segment's European curtainwall operations. The quarter's results benefited from the impact of strategies employed last year in Building Products & Services - downsizing, exiting from the segment's international curtainwall operations, and adherence to profit disciplines.

For the quarter, domestic curtainwall operations reported a solid operating profit on an anticipated net sales decline of 13%. The Detention/Security and Full Service groups both reported improved net sales and operating earnings for the period. The segment's Architectural Products reported slightly higher net sales, but its operating profit for the period fell short of last year's comparatively strong results.

As of the end of the second fiscal quarter, the activities associated with the exit from European curtainwall operations remained on schedule, and the Asian curtainwall unit had substantially completed the remaining projects in its backlog. The segment expects each of its four remaining business units to be profitable for the fiscal year.

Backlog

On August 29, 1998, Apogee's consolidated backlog stood at \$320 million, down 3% from the \$328 million reported a year ago. The backlogs of BPS's operations represented 80% of Apogee's consolidated

backlog. The most notable variances were the anticipated declines in BPS's New Construction unit's international backlogs, which were essentially offset by backlog increases at Viratec and BPS's domestic New Construction unit.

Consolidated

The following table compares quarterly results with year-ago results, as a percentage of sales, for each caption.

	Three Months Ended		Six Months Ended	
	Aug. 29, 1998	Aug. 30, 1997	Aug. 29, 1998	Aug. 30, 1997
	-----	-----	-----	-----
Net sales	100.0	100.0	100.0	100.0
Cost of sales	78.3	75.4	79.4	77.2
	-----	-----	-----	-----
Gross profit	21.7	24.6	20.6	22.8
Selling, general and administrative expenses	14.7	13.0	15.1	13.7
Unusual items	--	4.7	--	2.7
	-----	-----	-----	-----
Operating income	7.0	6.8	5.6	6.4
Interest expense, net	0.9	0.7	1.1	0.9
	-----	-----	-----	-----
Earnings before income taxes and other items below	6.0	6.0	4.5	5.5
Income taxes	2.2	2.0	1.7	1.9
Equity in net earnings of affiliated companies	0.2	--	0.2	0.1
Minority interest	--	--	--	--
	-----	-----	-----	-----
Net earnings	3.6	3.9	2.7	3.5
	=====	=====	=====	=====
Income tax rate	37.0%	34.0%	37.0%	35.0%

On a consolidated basis for the three-month and six-month periods, gross profit fell as a percentage of net sales. The primary factors underlying this decline were the effect of the suspension of the Optium CRT coating line, temporary productivity issues at Viracon early in the second quarter and the absence of significant margin recognized upon the completion of one large curtainwall project included in last year's first quarter results. These items were partly offset by improved pricing at AG, solid productivity gains at BPS's noncurtainwall units, and the continuation of a change in sales mix reflecting lower curtainwall revenues. In addition, last year's gross margin benefited from notably lower insurance costs.

Selling, general and administrative (SG&A) expenses rose by \$4.6 million, or 14%, for the quarter, and by \$8.3 million, or 13%, for six months. The increases included increased investment in information systems technology at several businesses, and higher employee and advertising costs. Interest expense rose over last year for both the three-month and six-month periods, due to higher borrowing levels and interest rates. The six-month effective income tax rate of 37.0% was up slightly from 35.0% a year ago. The effective income tax rate increased due to changes in the domestic and international mix of the Company's operations.

LIQUIDITY AND CAPITAL RESOURCES

Financial Condition

NET CASH PROVIDED BY OPERATING ACTIVITIES

Cash provided by operating activities for the six months ended August 29, 1998 totaled \$32.6 million. That figure primarily reflected the combination

of net earnings and noncash charges, such as depreciation and amortization. At quarter end, the Company's working capital stood at \$86.2 million. Working capital, excluding cash, remained essentially unchanged from the beginning of the year. Major variances within the working capital accounts included growth in receivables, inventories and costs in excess of billings on uncompleted contracts as well as a reduction in payables and accruals. Offsetting these increases in

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working capital were the receipt of approximately \$10 million in refundable income taxes and an increase in billings in excess of costs and earnings on uncompleted contracts.

NET CASH PROVIDED BY FINANCING ACTIVITIES

Bank borrowings stood at \$161.0 million at August 29, 1998, 6.5% higher than the \$150.5 million outstanding at February 28, 1998. The additional borrowings were primarily attributable to the excess of capital spending and cash dividends over cash generated from operating activities. At August 29, 1998, long-term debt stood at 57% of total capitalization.

In May 1998, the Company obtained a five-year, committed secured credit facility in the amount of \$275 million. This new credit facility requires Apogee to maintain minimum levels of net worth and certain financial ratios, and is collateralized by the Company's receivables, inventory, equipment and intangibles. This facility replaced a \$150 million five-year, multi-currency committed credit facility which had been obtained in May 1996.

The Company anticipates bank borrowings to increase over the remainder of the fiscal year as capital spending, working capital and dividend requirements are expected to exceed the Company's cash provided by operating activities.

NET CASH USED IN INVESTING ACTIVITIES

Additions to property, plant and equipment during the six months ended August 29, 1998 totaled approximately \$32.9 million. Major items included expenditures for the GT expansion activities noted above as well as expenditures on information systems projects throughout the Company. Capital expenditures in the latter half of the year are expected to be significant primarily due to the completion of the Company's new Statesboro, Georgia architectural glass fabrication facility and other planned capacity expansions in GT.

Cash increased \$1.9 million for the six months ended August 29, 1998.

Shareholders' Equity

At August 29, 1998, Apogee's shareholders' equity stood at \$121.8 million. Book value per share was \$4.41, up from \$3.99 per share at February 28, 1998, with outstanding common shares increasing nominally during the period. Net earnings and proceeds from common stock issued in connection with the Company's stock-based compensation plans accounted for the increase, slightly offset by dividends paid.

Impact of Year 2000

The Company has been evaluating, with the assistance of independent software consultants, its Information Technology (IT) systems, non-IT systems, and third-party readiness for compliance with Year 2000 requirements. For these purposes, the Company defines its "IT systems" as those hardware and software systems which comprise its central management information systems and its telephone systems. All other systems, including those involved in local, on-site product design or manufacturing, are considered "non-IT systems." "Third parties" include all the Company's key suppliers and customers.

The assessment phase for the Company's IT systems is approximately 80% complete. Remediation and implementation of the core operating and application programs within the IT systems are expected to be completed by

May 1999.

The Company's businesses are currently in the assessment phase regarding embedded operating and applications software and hardware within its non-IT systems. The Company expects to complete that assessment by December 1998. Although the Company is still in the assessment phase, based on currently known data about its non-IT systems, the Company believes that the requirements for Year 2000 remediation of its non-IT systems will be limited in nature.

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The Company's businesses are working with their respective customers and suppliers to assess Year 2000 compliance within their organizations to assure no material interruption in these important third party relationships. This dialog and process will be ongoing into early 1999. Non-compliant customers and suppliers will be evaluated in terms of the degree of risk posed to the Company's business, and, where necessary, appropriate responses such as selection of Year 2000 compliant additional or replacement suppliers will be taken. If there were significant non-compliance by key customers and suppliers, the Company might experience a material adverse effect on the businesses with those specific third-party relationships.

Most of the Company's businesses will remediate or replace portions of their software and hardware within the Company's IT systems and non-IT systems that are identified as requiring Year 2000 remediation. The Company is also working to develop contingency plans with respect to its IT systems, its non-IT systems and its third-party relationships with key customers and suppliers.

Based on the Company's assessments completed to date, the Company's total cost of addressing Year 2000 issues is currently estimated to be in the range of \$10 to \$18 million, of which approximately \$3 million has already been incurred. These costs have been and will continue to be funded through operating cash flows.

CAUTIONARY STATEMENTS

A number of factors should be considered in conjunction with any discussion of operations or results by the Company or its representatives and any forward-looking discussion, as well as comments contained in press releases, presentations to securities analysts or investors, or other communications by the Company.

These factors are set forth in the cautionary statements filed as Exhibit 99 to the Company's Form 10-K and include, without limitation, cautionary statements regarding changes in economic and market conditions, factors related to competitive pricing, commercial building market conditions, management of growth or restructuring of business units, expected cost savings from restructurings cannot be fully realized or realized within the expected timeframe, net sales following restructurings are lower than expected, costs or difficulties related to the operation of the businesses or execution of restructurings or exit activities are greater than expected, the impact of foreign currency markets, the integration of acquisitions, and the realization of expected economies gained through expansion and information systems technology. The Company wishes to caution investors and others to review the statements set forth in Exhibit 99 and that other factors may prove to be important in affecting the Company's business or results of operations. These cautionary statements should be considered in connection with this Form 10-Q, including the forward looking statements contained in the Management's discussion and analysis of the Company's three business segments. These cautionary statements are intended to take advantage of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

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PART II

OTHER INFORMATION

ITEM 4. Submission of Matters to a Vote of Security Holders

Apogee Enterprises, Inc. Annual Meeting of Shareholders was held on June 23, 1998. The total number of outstanding shares on the record date for the Annual Meeting was 27,496,124. Seventy-five percent of the total outstanding shares were represented in person or by proxy at the meeting.

The candidates for election as Class III Directors listed in the proxy statement were elected to serve three-year terms, expiring at the 2001 Annual Meeting of Shareholders. The proposals to approve the amendment to the 1987 Partnership Plan and to ratify the appointment of KPMG Peat Marwick LLP as independent auditors for the Company for the 1998 fiscal year were also approved. The results of these matters voted upon by the shareholders are listed below.

	Number of Shares		
	In Favor	Withheld	Abstained
Election of Class II Directors			
Jerome B. Cohen	20,391,754	95,476	
Donald W. Goldus	20,413,898	73,332	
James L. Martineau	20,421,938	65,292	
Michael E. Shannon	20,414,768	72,462	
Approval of the Amendment to the 1987 Partnership Plan	19,684,548	720,006	82,676
Ratification of the appointment of KPMG Peat Marwick LLP as independent auditors	20,404,407	10,987	71,836

ITEM 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

Exhibit (27). Financial Data Schedule (EDGAR filing only).
Exhibit (27.1). Restated Financial Data Schedule (EDGAR filing only).

(b) The Company did not file any reports on Form 8-K during the quarter for which this report is filed.

CONFORMED COPY

SIGNATURES

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 thereunto duly authorized.

APOGEE ENTERPRISES, INC.

Date: _____ /s/ Russell Huffer

Russell Huffer
President and Chief Executive Officer

Date: _____ /s/ Robert G. Barbieri

Robert G. Barbieri

Vice President Finance and
Chief Financial Officer

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EXHIBIT INDEX

Exhibit
- - - - -

Exhibit 27	Financial Data Schedule (EDGAR filing only)
Exhibit 27.1	Restated Data Schedule (EDGAR filing only).

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<NET-INCOME>	9,155	13,033
<EPS-PRIMARY>	0.33	0.47
<EPS-DILUTED>	0.33	0.47

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<PERIOD-TYPE>	3-MOS	6-MOS
<FISCAL-YEAR-END>	FEB-28-1998	FEB-28-1998
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<CASH>	8,547	8,547
<SECURITIES>	28,188	28,188
<RECEIVABLES>	191,214	191,214
<ALLOWANCES>	7,293	7,293
<INVENTORY>	63,475	63,475
<CURRENT-ASSETS>	284,642	284,642
<PP&E>	257,795	257,795
<DEPRECIATION>	131,763	131,763
<TOTAL-ASSETS>	494,927	494,927
<CURRENT-LIABILITIES>	165,018	165,018
<BONDS>	0	0
<PREFERRED-MANDATORY>	0	0
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<COMMON>	9,273	9,273
<OTHER-SE>	172,628	172,628
<TOTAL-LIABILITY-AND-EQUITY>	494,927	494,927
<SALES>	246,015	469,866
<TOTAL-REVENUES>	246,015	469,866
<CGS>	185,580	362,542
<TOTAL-COSTS>	36,379	71,785
<OTHER-EXPENSES>	0	0
<LOSS-PROVISION>	435	1,074
<INTEREST-EXPENSE>	1,755	4,059
<INCOME-PRETAX>	14,876	25,900
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<INCOME-CONTINUING>	9,657	16,431
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<NET-INCOME>	9,657	16,431
<EPS-PRIMARY>	0.35	0.59
<EPS-DILUTED>	0.34	0.58