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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report: February 27, 2009**  
(Date of earliest event reported)

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**APOGEE ENTERPRISES, INC.**

(Exact name of registrant as specified in its charter)

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Commission File Number: 0-6365

**Minnesota**  
(State or other jurisdiction  
of incorporation)

**41-0919654**  
(IRS Employer  
Identification No.)

**7900 Xerxes Avenue South, Suite 1800,  
Minneapolis, Minnesota 55431**  
(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)

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

(e) Apogee Enterprises, Inc. Deferred Incentive Compensation Plan

On February 27, 2009, the Board of Directors of Apogee Enterprises, Inc. (the "Company") approved an amendment to the Apogee Enterprises, Inc. Deferred Incentive Compensation Plan (2005 Restatement) to eliminate "above market" interest payments for deferrals made after calendar year 2009.

Apogee Enterprises, Inc. Employee Stock Purchase Plan

On February 27, 2009, the Company's Board of Directors approved amendments to the Apogee Enterprises, Inc. Employee Stock Purchase Plan to eliminate participation in the plan by the Company's non-employee directors.

Apogee Enterprises, Inc. Partnership Plan

As previously disclosed, the Company's Board of Directors eliminated the Apogee Enterprises, Inc. Partnership Plan from the Company's executive compensation program beginning in fiscal 2006. Shares of the Company's restricted stock previously issued pursuant to the plan will continue to vest through 2015. On February 27, 2009, the Company's Board of Directors approved an amendment to the Apogee Enterprises, Inc. Partnership Plan to reduce the number of shares of the Company's common stock available for issuance under the plan to the number of shares estimated to be required for the vesting of previously issued shares of restricted stock and any additional shares to be issued pursuant to the dividend reinvestment feature of the plan.

Copies of the Second Amendment of Apogee Enterprises, Inc. Deferred Incentive Compensation Plan (2005 Restatement), the First Amendment of Apogee Enterprises, Inc. 2000 Employee Stock Purchase Plan (Amended and Restated Effective as of May 1, 2003) and the Second Amendment of Apogee Enterprises, Inc. Partnership Plan are attached to this Current Report on Form 8-K and incorporated herein by reference. The descriptions in this Current Report on Form 8-K of the plan amendments are qualified in their entirety by reference to the attached copies of the plan amendments.

**Item 8.01 Other Events.**

In January 2009, the Company's Board of Directors approved changes to the cash fees paid to the Company's non-employee directors, effective March 1, 2009, in order to simplify the compensation program by decreasing the frequency of the payments made to the Company's non-employee directors. Commencing March 1, 2009, the Board of Directors and Board committee meeting fees were eliminated, and non-employee directors will now only receive annual retainers. The following table describes the changes to the cash compensation arrangements with the Company's non-employee directors for the Company's 2009 and 2010 fiscal years.

<u>Cash Compensation</u>	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>
<u>Annual Cash Retainers</u>		
Board Member	\$ 28,000	\$ 40,000
Lead Director	12,500	12,000
Audit Committee Chair	8,000	30,000
Audit Committee Member	—	15,000
Compensation Committee Chair	4,000	20,000
Compensation Committee Member	—	10,000
Nominating and Corporate Governance Committee Chair	4,000	10,000
Nominating and Corporate Governance Committee Member	—	5,000
Finance and Enterprise Risk Committee Chair	4,000	20,000
Finance and Enterprise Risk Committee Member	—	10,000
<u>Cash Meeting Fees</u>		
Board Meetings	1,500	—
Audit Committee Meeting		
Chair	2,500	—
Member	1,500	—
Compensation and Finance and Enterprise Risk Committees		
Chair	2,500	—
Member	1,500	—
Nominating and Corporate Governance Committee		
Chair	1,500	—
Member	1,500	—
Special Board Committee (if formed)		
Member	1,500	—

In addition, the Company's Board of Directors approved the elimination of non-employee directors as eligible participants under the Company's medical and dental programs, effective January 1, 2010.

On February 27, 2009, to improve the Company's compensation practices based on current best practices, the Company's Board of Directors approved an amendment to the Apogee Enterprises, Inc. Deferred Compensation Plan for Non-Employee Directors (2005 Restatement) to eliminate the Company's 10% match on deferrals made after calendar year 2009. A copy of the First Amendment of Apogee Enterprises, Inc. Deferred Compensation Plan for Non-Employee Directors (2005 Restatement) is attached to this Current Report on Form 8-K and incorporated herein by reference. The description in this Current Report on Form 8-K of the plan amendment is qualified in its entirety by reference to the attached copy of the plan amendment.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 10.1 Apogee Enterprises, Inc. Deferred Incentive Compensation Plan (2005 Restatement) (incorporated by reference to Exhibit 10.3 to Apogee's Current Report on Form 8-K filed on October 17, 2006).
- 10.2 First Amendment of Apogee Enterprises, Inc. Deferred Incentive Compensation Plan (2005 Restatement) (incorporated by reference to Exhibit 10.4 to Apogee's Current Report on Form 8-K filed on October 15, 2008).
- 10.3 Second Amendment of Apogee Enterprises, Inc. Deferred Incentive Compensation Plan (2005 Restatement).\*
- 10.4 Apogee Enterprises, Inc. 2000 Employee Stock Purchase Plan (Amended and Restated Effective as of May 1, 2003) (incorporated by reference to Exhibit 10.23 to Apogee's Annual Report on Form 10-K for the year-ended February 28, 2004).
- 10.5 First Amendment of Apogee Enterprises, Inc. 2000 Employee Stock Purchase Plan (Amended and Restated Effective as of May 1, 2003).\*
- 10.6 Apogee Enterprises, Inc. Partnership Plan (2005 Restatement) (incorporated by reference to Exhibit 10.5 to Apogee's Current Report on Form 8-K filed on October 17, 2006).
- 10.7 First Amendment of Apogee Enterprises, Inc. Partnership Plan (2005 Restatement) (incorporated by reference to Exhibit 10.6 to Apogee's Current Report on Form 8-K filed on October 15, 2008).
- 10.8 Second Amendment of Apogee Enterprises, Inc. Partnership Plan (2005 Restatement).\*
- 10.9 Apogee Enterprises, Inc. Deferred Compensation Plan for Non-Employee Directors (2005 Restatement) (incorporated by reference to Exhibit 10.4 to Apogee's Current Report on Form 8-K, filed October 17, 2006).
- 10.10 First Amendment of Apogee Enterprises, Inc. Deferred Compensation Plan for Non-Employee Directors (2005 Restatement).\*

\* 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/ Patricia A. Beithon  
Patricia A. Beithon  
General Counsel and Corporate Secretary

Date: March 4, 2009

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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\* Filed herewith

**SECOND AMENDMENT  
OF  
APOGEE ENTERPRISES, INC.  
DEFERRED INCENTIVE COMPENSATION PLAN  
(2005 Restatement)**

The "APOGEE ENTERPRISES, INC. DEFERRED INCENTIVE COMPENSATION PLAN" as adopted by APOGEE ENTERPRISES, INC., a Minnesota corporation, and first effective February 27, 1986, and as amended and restated in a document entitled "Apogee Enterprises, Inc. Deferred Incentive Compensation Plan (2005 Restatement)" effective January 1, 2005 and as amended by a prior amendment is hereby further amended in the following respects:

**1. EARNINGS ON THE ACCOUNT. Effective December 31, 2009 for elections made by the Participant for Plan Years beginning on or after January 1, 2010, Section 3.2 of the Plan Statement is amended to read in full as follows:**

**3.2. Earnings on the Account.** The balance of each Participant's Deferred Compensation Account shall be credited as a book entry with interest, compounded quarter-annually, on the last day of each quarter of each Fiscal Year, or pro-rata for such lesser period as may occur in the event that the Deferred Compensation Account is credited with deferred compensation or reduced by a distribution from the Deferred Compensation Account on a day other than the last day of a Fiscal Year quarter. The applicable interest rate in any Fiscal Year shall be determined as of the beginning of each Fiscal Year and shall be the monthly average yield for the last calendar month of the prior Fiscal Year on United States Treasury securities adjusted to a constant maturity of ten (10) years, as calculated and published by the Federal Reserve Board, or, if the Federal Reserve Board discontinues its publication of such yields, as calculated by such other source, based upon comparable information, as the Committee may select.

**2. SAVINGS CLAUSE. Save and except as herein expressly amended, the Plan Statement shall continue in full force and effect.**

February 27, 2009

APOGEE ENTERPRISES, INC.

By /s/ Russell Huffer  
Its Chairman and Chief Executive Officer

**FIRST AMENDMENT  
OF  
APOGEE ENTERPRISES, INC.  
2000 EMPLOYEE STOCK PURCHASE PLAN  
(Amended and Restated Effective as of May 1, 2003)**

The "2000 EMPLOYEE STOCK PURCHASE PLAN," as adopted by APOGEE ENTERPRISES, INC., a Minnesota corporation, and as amended and restated in a document entitled "Apogee Enterprises, Inc. 2000 Employee Stock Purchase Plan (Amended and Restated Effective as of May 1, 2003)," is hereby amended in the following respects:

**1. PURPOSE. Effective February 28, 2009, Section 1.01 of the Plan Statement is amended to read in full as follows:**

Section 1.01 Purpose. The purpose of the Plan is to encourage and assist employees of the Company and certain related corporations in acquiring an ownership interest in the Company through the systematic purchase of the Common Stock of the Company under convenient and advantageous terms. It is believed that the Plan will encourage participants to put forth their best efforts toward the profitability of the Company.

**2. DEFINITIONS. Effective February 28, 2009, Section 1.03(g) of the Plan Statement is amended to read in full as follows:**

(g) "Current Compensation" means all regular wage, salary and commission payments paid by the Company or a Participating Affiliate to a Participant in accordance with the terms of his or her employment, but excluding annual bonus payments and all other forms of special compensation.

**3. DEFINITIONS. Effective February 28, 2009, Section 1.03(m) of the Plan Statement is amended to read in full as follows:**

(m) "Regular Employee" means an employee of the Company or a Participating Affiliate as of the first day of a Purchase Period, including a union employee, but excluding an employee whose customary employment is less than 30 hours per week.

**4. SAVINGS CLAUSE. Save and except as herein expressly amended, the Plan Statement shall continue in full force and effect.**

February 27, 2009

APOGEE ENTERPRISES, INC.

By /s/ Russell Huffer  
Its Chairman and Chief Executive Officer



**SECOND AMENDMENT  
OF  
APOGEE ENTERPRISES, INC.  
PARTNERSHIP PLAN  
(2005 Restatement)**

The "APOGEE ENTERPRISES, INC. PARTNERSHIP PLAN" as adopted by APOGEE ENTERPRISES, INC., a Minnesota corporation, and first effective June 25, 1987, and as amended and restated in a document entitled "Apogee Enterprises, Inc. Partnership Plan (2005 Restatement)" effective January 1, 2005 and as amended by prior amendment is hereby further amended in the following respects:

**1. SHARES SUBJECT TO PLAN. Effective as of the date this Amendment is adopted, Section 6.9 of the Plan Statement is amended to read in full as follows:**

**6.9. Shares Subject to Plan.** Apogee hereby authorizes Two Million Fourteen Thousand (2,014,000) shares of Common Stock to be issued or purchased and designated as Pool A Common Stock pursuant to this Plan. Any Pool A shares that are returned to Apogee by Disqualification may be added to the number of shares available under the Plan for the purpose of funding Pool A.

**2. SHARES SUBJECT TO PLAN. Effective as of the date this Amendment is adopted, Section 7.12 of the Plan Statement is amended to read in full as follows:**

**7.12. Shares Subject to Plan.** Apogee hereby authorizes One Million Three Hundred Thirty-One Thousand (1,331,000) shares of Common Stock to be issued or purchased and designated as Pool B Restricted Stock pursuant to the Plan. Any Restricted Stock awarded to Participants that are returned to Apogee by forfeiture or disqualification may be added to the number of shares available under the Plan for the purpose of funding Pool B.

**3. SAVINGS CLAUSE. Save and except as herein expressly amended, the Plan Statement shall continue in full force and effect.**

February 27, 2009

APOGEE ENTERPRISES, INC.

By /s/ Russell Huffer

Its Chairman and Chief Executive Officer

**FIRST AMENDMENT  
OF  
APOGEE ENTERPRISES, INC.  
DEFERRED COMPENSATION PLAN  
FOR NON-EMPLOYEE DIRECTORS  
(2005 Restatement)**

The "APOGEE ENTERPRISES, INC. DEFERRED COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS" as adopted by APOGEE ENTERPRISES, INC., a Minnesota corporation, and first effective January 31, 1998, and as amended and restated in a document entitled "Apogee Enterprises, Inc. Deferred Compensation Plan for Non-Employee Directors (2005 Restatement)" effective January 1, 2005 is hereby amended in the following respects:

- 1. DEFINITIONS. Effective December 31, 2009 for elections made by the Participant for Plan Years beginning on or after January 1, 2010, Section 2.1.12 of the Plan Statement is deleted without a replacement (and all subsequent sections are renumbered).**
- 2. ELECTION TO RECEIVE COMMON STOCK AT A LATER DATE IN LIEU OF CASH. Effective December 31, 2009 for elections made by the Participant for Plan Years beginning on or after January 1, 2010, the second sentence in Section 4.1 of the Plan Statement is amended to read in full as follows:**

The amounts to be deferred will be in the form of a Common Stock credit to the Participating Director's Deferred Stock Account, as set forth in Section 4.2 hereof, for the amount of the Retainer and Fees the Participating Director elects to defer.

- 3. CREDITS TO DEFERRED STOCK ACCOUNT. Effective December 31, 2009 for elections made by the Participant for Plan Years beginning on or after January 1, 2010, Section 4.2 of the Plan Statement is amended to read in full as follows:**

**4.2. Credits to Deferred Stock Account .** Credits to each Participant's Deferred Stock Account shall be made quarterly as of the last business day of each calendar quarter. The amount credited for each quarter shall include 25% of the amount of the annual Retainer for the applicable Plan Year for which the Participating Director chose to defer receipt of cash. The credit to the Deferred Stock Account shall be in the form of stock units in a number equal to the number of shares of Common Stock having a Fair Market Value, as defined in Section 4.5, equal to the amount of the Retainer and Fees so elected for deferral for the applicable quarter. Amounts credited to the Deferred Stock Accounts shall be rounded to the nearest one-hundredth share. In the event that a Participating Director elects to defer less than 100% of the Retainer and Fees in shares of Common Stock, he shall receive the balance of the payment in cash.

**4. SAVINGS CLAUSE. Save and except as herein expressly amended, the Plan Statement shall continue in full force and effect.**

February 27, 2009

APOGEE ENTERPRISES, INC.

By /s/ Russell Huffer  
Its Chairman and Chief Executive Officer