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

FORM 8-A/A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

AMENDMENT NO. 6

APOGEE ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State of incorporation
or organization)

41-0919654
(I.R.S. Employer
Identification No.)

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

(Address of principal
executive offices, including zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Rights to Purchase Junior Participating Preferred Stock	NASDAQ

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act: Not Applicable

Item 1. Description of Registrant's Securities to be Registered.

Item 1 of the Form 8-A dated October 30, 1990, amended as of July 27, 1995, February 22, 1999, December 10, 1999, July 27, 2001 and November 30, 2001 (collectively, as amended to date, the "Form 8-A"), filed by Apogee Enterprises, Inc., a Minnesota corporation (the "Company"), is hereby amended by adding the following:

Effective as of June 24, 2010, the Company entered into Amendment No. 1 (the "Amendment") to the Amended and Restated Rights Agreement, dated as of November 12, 2001 (the "Rights Agreement") with The Bank of New York Mellon f/k/a The Bank of New York. The Amendment was executed on June 24, 2010. Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Rights Agreement and the Amendment.

The Amendment increases the Threshold Percentage from 10% to 15%. For holders of the Rights to purchase Series A Junior Participating Preferred Stock of the Company, the effect of such modification is that a Person must be a Beneficial Owner of 15%, rather than 10%, of the outstanding Common Shares of the Company in order for the Rights to become exercisable by holders who are not Acquiring Persons under the Rights Agreement.

The Amendment also effects certain changes requested by the Rights Agent to the provisions of the Rights Agreement that pertain to the Rights Agent. These changes do not affect the rights of holders of the Rights to purchase Series A Junior Participating Preferred Stock of the Company in accordance with the terms of the Rights Agreement.

A copy of the Amendment has been filed as an exhibit hereto and is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment.

Item 2. Exhibits.

Item 2 is hereby amended by adding the following exhibit:

- 1 Amendment No. 1, dated as of June 24, 2010, to Amended and Restated Rights Agreement, dated as of November 12, 2001, between Apogee Enterprises, Inc. and The Bank of New York Mellon f/k/a The Bank of New York, as Rights Agent (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 25, 2010).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

APOGEE ENTERPRISES, INC.

Date: June 25, 2010

By: /s/ Patricia A. Beithon
Patricia A. Beithon
General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
Number**

Description

1

Amendment No. 1, dated as of June 24, 2010, to Amended and Restated Rights Agreement, dated as of November 12, 2001, between Apogee Enterprises, Inc. and The Bank of New York Mellon f/k/a The Bank of New York, as Rights Agent (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 25, 2010).

**AMENDMENT NO. 1
TO
RIGHTS AGREEMENT**

Amendment No. 1, dated as of June 24, 2010 (the "Amendment"), to the Amended and Restated Rights Agreement, dated as of November 12, 2001 (the "Rights Agreement"), between Apogee Enterprises, Inc., a Minnesota corporation (the "Company"), and The Bank of New York Mellon f/k/a The Bank of New York, a New York banking corporation, as Rights Agent (the "Rights Agent").

WITNESSETH:

WHEREAS, the Company and the Rights Agent entered into the Rights Agreement; and

WHEREAS, on June 22, 2010, the Board of Directors of the Company, in accordance with Section 27 of the Rights Agreement, determined it desirable and in the best interests of the Company and its shareholders to supplement and amend certain provisions of the Rights Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

Section 1. Amendment to Section 1. The defined term, "Threshold Percentage," set forth in Section 1 of the Rights Agreement is hereby amended to read in its entirety as follows:

" "Threshold Percentage" shall mean 15%."

Section 2. Amendment to Section 2. Section 2 of the Rights Agreement is hereby amended by deleting the phrase "and the holders of the Rights (who, in accordance with Section 3 hereof, shall prior to the Distribution also be the holders of the Common Shares of the Company)" from the first sentence of Section 2.

Section 3. Amendment to Section 18. Section 18(b) is hereby amended by inserting the following sentence at the end of Section 18(b): "Anything to the contrary notwithstanding, in no event shall the Rights Agent be liable for special, punitive, indirect, consequential or incidental loss or damage of any kind whatsoever (including but not limited to lost profits), even if the Rights Agent has been advised of the likelihood of such loss or damage."

Section 4. Amendment to Summary of Rights. The form of Summary of Rights to purchase Preferred Shares set forth in Exhibit C attached to the Rights Agreement is hereby amended such that, in clauses (i) and (ii) appearing on page 1 thereof, "10%" is replaced with "15%" in each such clause.

Section 5. Rights Agreement as Amended. The term "Agreement" as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended hereby. This Amendment shall be effective as of the date hereof and, except as set forth herein, the Rights Agreement shall remain in full force and effect and be otherwise unaffected hereby. In the event of any conflict, inconsistency or incongruity between any provision of this Amendment and any provision of the Rights Agreement, the provisions of this Amendment shall govern and control.

Section 6. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

[THE REMAINDER OF THIS PAGE HAS INTENTIONALLY BEEN LEFT BLANK. SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed and attested, all as of the day and year first above written.

Attest:

By: s/s Patricia A. Beithon
Patricia A. Beithon
Title: General Counsel and Secretary

Attest:

By: s/s Jeanette Rocha
Title: Relationship Manager

APOGEE ENTERPRISES, INC.

By: s/s Russell Huffer
Russell Huffer
Title: Chief Executive Officer and President

THE BANK OF NEW YORK MELLON,
as Rights Agent

By: s/s Margaret B. Lloyd
Title: V P