

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*  
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APOGEE ENTERPRISES, INC.  
-----

(Name of Issuer)

Common stock, par value of \$.33-1/3 per share  
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(Title of Class of Securities)

037598109  
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(CUSIP Number)

Donald W. Goldfus, Trustee, Revocable Trust of Russell H. Baumgardner  
Apogee Enterprises, Inc., 7900 Xerxes Ave. So., Ste. 1800, Minneapolis, MN 55431  
-----

(612) 835-1874  
-----

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 26, 1994  
-----

(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with the statement [ ]. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See rule 13d-1 (a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filed out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Revocable Trust of Russell H. Baumgardner  
41-6280018

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUND\*  
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Trust governed by the laws of Minnesota

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,283,614
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		1,283,614
PERSON	10	SHARED DISPOSITIVE POWER
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,283,614

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.56%

14 TYPE OF REPORTING PERSON\*

00 (TRUST)

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 1 NAME OF REPORTING PERSON  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Laurance J. Niederhofer  
 S.S. ####-##-####

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

Trustee of Revocable Trust of Russell H. Baumgardner

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUND\*  
 00

-----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(e)

[ ]

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		289,641
-----		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		1,573,255
-----		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
-----		
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,573,255

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

289,641

-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.16%

-----  
 14 TYPE OF REPORTING PERSON\*

IN

-----  
 \* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Donald W. Goldfus  
S.S. ####-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

Trustee of Revocable Trust of Russell H. Baumgardner

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		315,805
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		1,599,419
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		1,599,419
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

315,805

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.35%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

O. Walter Johnson  
S.S. #####-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [X]

Trustee of Revocable Trust of Russell H.  
Baumgardner

3 SEC USE ONLY

4 SOURCE OF FUND\*  
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		3,455

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		1,287,069

EACH	9	SOLE DISPOSITIVE POWER
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REPORTING

PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,287,069

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,455

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.03%

14 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

This is an amendment to the Schedule 13D filed by the Revocable Trust of Russell H. Baumgardner ( the "Trust") on January 13, 1994. On October 26, 1994, the Trust sold 920,000 shares of Common Stock, par value \$.33 1/3 per share (the "Common Stock"), of Apogee Enterprise, Inc. (the "Company"). The 920,000 shares of Common Stock were sold pursuant to a Registration Statement, File No. 33-55635, filed by the Company on Form S-3 with the Securities and Exchange Commission and declared effective on October 18, 1994. Prior to the sale, the Trust owned 2,281,114 shares of Common Stock of the Company, or 16.4% of the issued and outstanding shares of Common Stock. As a result of the sale, the Trust is the owner of 1,283,614 shares of Common Stock, which is 9.56% of the issued and outstanding shares of Common Stock.

ITEM 1. SECURITY AND ISSUER.

This statement relates to the Common Stock of the Company. The Company's principal executive offices are located at 7900 Xerxes Avenue South, Suite 1800, Minneapolis, Minnesota 55431. The principal executive officers of the Company are Donald W. Goldfus, Gerald K. Anderson, Thomas N. Adamson, Larry Anderson, Gary W. Haider, William G. Gardner, Richard Gould and James L. Martineau. The address of the principal executive officers is 7900 Xerxes Avenue South, Suite 1800, Minneapolis, Minnesota 55431.

ITEM 2. IDENTITY AND BACKGROUND.

(a) - (c), (f) The Trust is a trust governed by the laws of Minnesota. The addresses of the trustees of the Trust are set forth below.

(d) None.  
(e) None.

The following table sets forth the names, business addresses, and principal occupation of each trustee of the Trust:

NAME AND ADDRESS - - - - -	PRINCIPAL OCCUPATION - - - - -
Donald W. Goldfus 7900 Xerxes Avenue South Suite 1800 Minneapolis, MN 55431	Chairman of the Board of Directors and Chief Executive Officer of the Company
Laurence J. Niederhofer 7900 Xerxes Avenue South Suite 1800 Minneapolis, MN 55431	Vice Chairman of the Board of Directors of the Company
O. Walter Johnson 7900 Xerxes Avenue South Suite 1800 Minneapolis, MN 55431	Chairman and Chief Executive Officer of Clutch & U-Joints, Inc.

All of the trustees listed above are United States citizens. During the last five years, no trustee has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has been a party to a civil proceeding of a judicial or administrative body that resulted in a judgment, decree or final order regarding violations of federal or state securities laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The shares of Common Stock owned by the Trust previously have been reported by Russell H. Baumgardner on Schedule 13G. The shares of Common Stock owned by the Trust are now being reported directly by the Trust.

ITEM 4. PURPOSE OF TRANSACTION.

See Item 3.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) Aggregate number of shares: 1,283,614 shares of Common Stock, \$.33 1/3 par value, are owned by the Trust. The shares owned by the Trust represent 9.56% of the shares outstanding.
- (b) Number of shares with sole voting and disposition power: 1,283,614 shares of Common Stock, \$.33 1/3 par value.
- (c) Transactions within the past 60 days: Sale of 920,000 shares of Common Stock on October 26, 1994 as described above.
- (d) N/A
- (e) N/A

The trustees share the power to vote or direct the vote and to dispose or direct the disposition of all shares held by the Trust. Any additional shares of Common Stock of the Company owned by individual trustees are listed on the Cover Page relating to such trustee.

ITEMS 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None with respect to the Trust other than the Trust Agreement.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- Exhibit A - Joint Filing Agreement
- Exhibit B-1 - Power of Attorney - Laurence J. Niederhofer\*
- Exhibit B-2 - Power of Attorney - Donald W. Goldfus\*
- Exhibit B-3 - Power of Attorney - O. Walter Johnson\*

\* Incorporated by reference to Schedule 13D filed by the Trust on January 13, 1994

SIGNATURE  
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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: November 17, 1994

REVOCABLE TRUST OF  
RUSSELL H. BAUMGARDNER

By: /s/ Donald W. Goldfus  
-----  
Donald W. Goldfus, Trustee

By: \*  
-----  
Laurence J. Niederhofer, Trustee

By: \*  
-----  
O. Walter Johnson, Trustee

By: /s/ Donald W. Goldfus  
-----  
Donald W. Goldfus  
\*Attorney-in-fact



EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Amendment No. 1 to Schedule 13D with respect to the Common Stock of Apogee Enterprises, Inc., a Minnesota corporation, executed on November 17, 1994, is, and any amendments thereto shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

Dated: November 17, 1994

THE REVOCABLE TRUST OF  
RUSSELL H. BAUMGARDNER

By: /s/ Donald W. Goldfus  
-----  
Donald W. Goldfus, Trustee

By: \*  
-----  
Laurence J. Niederhofer, Trustee

By: \*  
-----  
O. Walter Johnson, Trustee

By: /s/ Donald W. Goldfus  
-----  
Donald W. Goldfus  
\*Attorney-in-fact