

Watorek Jeffrey J.  
Form 4  
February 20, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Watorek Jeffrey J.

2. Issuer Name and Ticker or Trading Symbol  
GIBALTAR INDUSTRIES, INC.  
[ROCK]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Treasurer, Secretary

(Last) (First) (Middle)  
3556 LAKE SHORE ROAD, P.O. BOX 2028

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2019

(Street)  
BUFFALO, NY 14219-0228

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                  |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                     | 02/17/2019                           |  | A                              |   | 1,200 (1)   | A  | \$ 0 (1) 4,406  |
| Common Stock                     | 02/17/2019                           |  | F                              |   | 472 (2)   | D  | \$ 38.53 (2) 3,934                                    |
| Discretionary RSU (Feb 2016) (3) | 02/17/2019                           |  | D                              |   | 1,200 (4)   | D  | \$ 0 (4) 0  |
| Common Stock (401k)              |                                      |  |                                |   |   |  | 333.905 I 401k  |

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|   |       |   |
|---|-------|---|
| Discretionary<br>RSU (May<br>2017)              | 2,000 | D |
| Performance<br>Stock Units<br>(April 2017)      | 627   | D |
| Performance<br>Stock Units<br>(March 2018)      | 3,778 | D |
| Restricted<br>Stock Units<br>(LTIP<br>3/1/2018) | 630   | D |
| RSU (LTIP<br>4/3/2017)                          | 380   | D |
| RSU (LTIP<br>9/4/2015)                          | 309   | D |
| RSU (LTIP<br>9/6/2016)                          | 284   | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P... Der... Sec... (Ins... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Option (September 2009)                    | \$ 13.72   |                                      |  |                                |   | (5)  | 09/14/2019  | Common Stock                  | 2,000                      |

|                            |         |     |            |                 |       |
|----------------------------|---------|-----|------------|-----------------|-------|
| Option<br>(September 2010) | \$ 8.9  | (5) | 09/13/2020 | Common<br>Stock | 2,000 |
| Option<br>(September 2011) | \$ 9.74 | (5) | 09/13/2021 | Common<br>Stock | 2,500 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Watorek Jeffrey J.<br>3556 LAKE SHORE ROAD<br>P.O. BOX 2028<br>BUFFALO, NY 14219-0228 |               |           | VP,<br>Treasurer,<br>Secretary |       |

## Signatures

/s/ Paul J. Schulz, Attorney in Fact for Jeffrey J.  
Watorek

02/20/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the conversion of discretionary restricted stock units into common stock upon vesting.
- (2) Represents common stock retained by the Company upon conversion of Reporting Person's discretionary restricted stock units into shares of common stock in satisfaction of the Reporting Person's individual minimum statutory withholding obligation.  
Represents Discretionary Restricted Stock Units issued to Reporting Person. Discretionary Restricted Stock Units vest and are payable, solely in shares of common stock of the Company, at the end of three (3) consecutive calendar year periods beginning on February 17, 2016 ending on February 16, 2019 or, if earlier, upon death or disability. Restricted Stock Units are forfeited if employment is terminated before February 16, 2019 for reasons other than death or disability.
- (3) Represents conversion of discretionary restricted stock units awarded to Reporting Person. One Hundred percent (100%) of the total units awarded vest and are payable, solely in shares of common stock of the Company on the third anniversary of the February 17, 2016 award date.
- (5) Twenty-five percent (25%) of the total number of options granted vest and become exercisable on each anniversary grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.