GIBRALTAR INDUSTRIES, INC.

Form 4 July 05, 2016

| 501y 03, 2010 | A | | | | | OMR AF | PPROVAL | | |
|---|-------------------------|------------------------------|--|------------------------------------|--|--|---|--|--|
| FORM 4 | 4 UNITED STAT | | TIES AND EXCI | | COMMISSION | OMB Number: | 3235-0287 | | |
| Check this be if no longer | | | , | | | Expires: | January 31, 2005 | | |
| subject to Section 16. Form 4 or | STATEMENT | | F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | Estimated average burden hours per response 0.5 | | |
| Form 5 obligations may continue See Instruction 1(b). | e. Section 17(a) of the | he Public Utili | a) of the Securitie ty Holding Comp stment Company | any Act of | 1935 or Section | 1 | | | |
| (Print or Type Resp | ponses) | | | | | | | | |
| Name and Address of Reporting Person * Heard Frank | | Symbol | 2. Issuer Name and Ticker or Trading Symbol GIBRALTAR INDUSTRIES, INC. | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | [ROCK] | AK INDUSTRIL | .S, INC. | (Check | k all applicable |) | | |
| (Last) | (First) (Middle) | 3. Date of Ea (Month/Day) | arliest Transaction | | Director Officer (give to | | Owner er (specify | | |
| 3556 LAKE SI BOX 2028 | HORE ROAD, P.O. | 06/30/2010 | | | below) Presi | below) dent and CEO | | | |
| | (Street) | 4. If Amenda Filed(Month/ | ment, Date Original Day/Year) | | 6. Individual or Josephicable Line) _X_ Form filed by O Form filed by M | one Reporting Per | rson | | |
| BUFFALO, N | Y 14219-0228 | | | | Person | ore than One Ke | porting | | |
| (City) | (State) (Zip) | Table I | - Non-Derivative Se | curities Acq | uired, Disposed of | , or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | ar | xecution Date, if | | d (A) or d of (D) , 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) | | |
| Common Stock | | | | | 14,334 | D | | | |
| Performance Stock Unit (December 2015) | | | | | 50,000 | D | | | |
| Restricted Stock Unit (LTIP 01/02/2015) | | | | | 14,389 | D | | | |

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| Restricted Stock Unit (LTIP 02/01/2016) | 19,090 | D |
|---|--------|---|
| Restricted Stock Unit (LTIP 06/11/2014) | 8,339 | D |
| Restricted Stock Unit (LTIP 12/29/2014) | 40,000 | D |
| Restricted Stock Units (December 2015) | 25,000 | 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.

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. Transactic Code (Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | te | 7. Title and A Underlying S (Instr. 3 and | Secur |
|--|---|--------------------------------------|---|--|--|---------------------|--------------------|---|------------------|
| | | | | Code V | (A) (D | Date Exercisable | Expiration Date | Title | Am Nui Sha |
| Restricted Stock Unit (MSPP Match Post-2012) | <u>(2)</u> | 06/30/2016 | | A | 716.64 | <u>(2)</u> | <u>(2)</u> | Common Stock | 7 |
| Restricted Stock Unit (MSPP Post-2012) | <u>(4)</u> | 06/30/2016 | | A | 1,433.29 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1, |
| | \$ 25.44 | | | | | 12/31/2018 | 12/31/2028 | | 2 |

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| Option (December 2015) | | | | Common Stock |
|--|--------------|------------|------------|--------------------|
| Performance Units (2016) | <u>(5)</u> | <u>(5)</u> | (5) | Common Stock 2 |
| Performance Units 2015 | <u>(6)</u> | <u>(6)</u> | (6) | Common Stock |
| Restricted Stock Unit (MSPP Match Post-2012) | (<u>2</u>) | <u>(2)</u> | <u>(2)</u> | Common 47 Stock |
| Restricted Stock Unit (MSPP Post-2012) | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | Common Stock 66 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|-------------------|-------|--|--|
| • | Director | 10% Owner | Officer | Other | | |
| Heard Frank | | | | | | |
| 3556 LAKE SHORE ROAD | | | President and CEO | | | |

P.O. BOX 2028 BUFFALO, NY 14219-0228

Signatures

/s/ Paul J. Schulz, Attorney in Fact for Frank 07/05/2016 Heard

> **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).
- Represents matching restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his base salary pursuant to the Company's Management Stock Purchase Plan.
 - Restricted stock units are forfeited if Reporting Person's service as an officer of the Company is terminated prior to age sixty (60). If

service as an officer continues through age sixty (60), restricted stock units are payable solely in cash in one lump sum payment or in five

- (5) or ten (10) consecutive, substantially equal annual installments, whichever distribution form is elected by the Reporting Person, beginning six (6) months following termination of service. Each restricted stock unit is converted to cash in an amount equal to the fair market value (200 day rolling average) of one share of the Company's common stock on the date of termination of the Reporting Person's service as an officer of the Company.
- Represents restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his base salary pursuant to the Company's Management Stock Purchase Plan.
- (4) Restricted stock units are payable solely in cash in one lump sum payment or in five (5) or ten (10) consecutive, substantially equal annual installments, whichever distribution form is elected by the Reporting Person, beginning six (6) months following termination of service as an officer of the Company. Each restricted stock unit is converted to cash in an amount equal to the fair market value (200 day

Reporting Owners 3

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rolling average) of one share of the Company's common stock on the date of termination of the Reporting Person's service as an officer of the Company.

- Performance Units vest and are paid at the end of the three (3) consecutive calendar year periods ending December 31, 2018 or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before December 31, 2018 for reasons other than death, disability or retirement or by the Company without cause. Performance Units are payable solely in cash in an amount equal to the ninety (90) day trailing average price of one (1) share of the Company 's common stock determined as of December 31, 2018, or if applicable, as of the Reporting Person's death, disability or retirement.
 - Performance Units vest and are paid at the end of three (3) consecutive calendar year periods ending December 31, 2017 or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before December 31, 2017 for reasons
- (6) other than death, disability or retirement or by the Company without cause. Performance Units are payable solely in cash in an amount equal to the ninety (90) day trailing average price of one (1) share of the Company 's common stock determined as of December 31, 2017, or if applicable, death, disability or retirement.

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.