#### GIBRALTAR INDUSTRIES, INC.

Form 4

January 05, 2016

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB Number:

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**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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SADLER ROBERT E JR Issuer Symbol GIBRALTAR INDUSTRIES, INC. (Check all applicable) [ROCK] 3. Date of Earliest Transaction Director (Last) (First) (Middle) 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 3556 LAKE SHORE ROAD, P.O. 12/31/2015 **BOX 2028** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BUFFALO, NY 14219-0228

(Zip)

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

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common D 15,000 Stock

Common D Stock 16,092

(Restricted)

(City)

(State)

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

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### Edgar Filing: GIBRALTAR INDUSTRIES, INC. - Form 4

## 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. Transact Code (Instr. 8)	tioı )	5. Number of Derivative Securities Acquired (A Disposed of (Instr. 3, 4, 3, 5)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (MSPP Post-2012)	<u>(2)</u>	12/31/2015		A		1,604.01		<u>(2)</u>	(2)	Common Stock	1,604.01
Restricted Stock Unit (MSPP Match Post-2012)	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	6,214.61
Restricted Stock Unit (MSPP Match) (5)	<u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	4,267.85
Restricted Stock Unit (MSPP) (1)	<u>(8)</u>							<u>(8)</u>	(8)	Common Stock	9,587.56

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

SADLER ROBERT E JR 3556 LAKE SHORE ROAD

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

## **Signatures**

/s/ Paul J. Schulz, Attorney in Fact for Robert E. Sadler, Jr. 01/05/2016

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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 restricted stock units allocated to the Reporting Person after 2012 pursuant to the Company's Management Stock Purchase Plan to reflect the Reporting Person's deferral of a portion of his director meeting fees.
  - Restricted stock units are forfeited if Reporting Person's service as a director of the Company is terminated prior to age sixty (60). If service as a director 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 as a member of the Company's Board of Directors. 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 a director of the Company.
- (3) 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 annual retainer fee pursuant to the Company's Management Stock Purchase Plan.
  - Restricted stock units are forfeited if Reporting Person's service as a director of the Company is terminated prior to age sixty (60). If service as a director 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,
- (4) (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 a director of the Company.
- Represents matching restricted stock units allocated to Reporting Person prior to 2013 pursuant to the Company's Management Stock (5) Purchase Plan equal in number to restricted stock units allocated to reflect the Reporting Person's deferral of a portion of his annual director retainer fee.
  - Restricted stock units are forfeited if Reporting Person's service as a director of the Company is terminated prior to age sixty (60). If service as a director continues through age sixty (60), restricted stock units are payable solely in cash in five (5) consecutive, substantially
- (6) equal annual installments, beginning in January of the year in which termination of service occurs. 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 a director of the Company.
- Restricted stock units are forfeited if employment is terminated prior to age sixty (60). If employment continues through age sixty (60), restricted stock units are payable solely in cash in five (5) consecutive substantially equal annual installments beginning six (6) months following termination of employment. 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 the Reporting Person's employment is terminated.
- Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning in January of the year following the year in which termination of service as a member of the Company's Board of Directors occurs. 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 a director of the Company

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.