GIBRALTAR INDUSTRIES, INC.

Form 4

January 05, 2016

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

OMB APPROVAL

OMB 3235-0287 Number:

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5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

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

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Heard Frank		Symbol GIBRALTAR INDUSTRIES, INC. [ROCK]				Issuer (Check all applicable)			
(Last)	(First) (M		3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner Officer (give title Other (specify		
3556 LAKE S BOX 2028	· ·	12/31/2015			be	below) below) President and CEO			
BUFFALO N	(Street) IY 14219-0228		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)		^{Zip)} Table	I - Non-De	rivative Se	curitie		rson ed, Disposed of,	or Beneficiall	v Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	te 2A. Deemed	Deemed 3. 4. Securities Acquation Date, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5)		equired l of (D)	Securities Ownership Ind Beneficially Form: Ber Owned Direct (D) Ow Following or Indirect (Instransaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Performance Stock Unit (December 2015) (1)	12/31/2015	12/31/2015	Code V	50,000	(D)	Price	(Instr. 3 and 4) 50,000	D	
Restricted Stock Units (December 2015) (2)	12/31/2015	12/31/2015	A	25,000	A	\$ 0	25,000	D	
Common Stock	01/02/2016		A	2,777 (3)	A	\$ 0 (3)	8,010	D	

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Common Stock	01/02/2016	D	2,019 (4)	D	\$ 25.44 (4)	5,991	D
Restricted Stock Unit (LTIP 01/02/2015)	01/02/2016	D	4,796 (5)	D	\$ 0 (5)	14,389 (6)	D
Common Stock						5,233	D
Restricted Stock Unit (LTIP 01/02/2015)						19,185	D
Restricted Stock Unit (LTIP 06/11/2014)						12,508	D
Restricted Stock Unit (LTIP 12/29/2014)						40,000	D

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

Persons who respond to the collection of SEC 1474 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 3
Option (December 2015)	\$ 25.44	12/31/2015		A	25,000 <u>(7)</u>	12/31/2018(8)	12/31/2028	Common Stock
Restricted Stock Unit (MSPP Match	(10)	12/31/2015		A	954.72 (9)	<u>(10)</u>	(10)	Common Stock

(9-02)

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Post-2012) (9) Restricted Stock Unit 1,909.44 Common (12)(12)(MSPP (12)12/31/2015 Α (11)Stock Post-2012) (11)Performance Common (14)**Units 2015** (14)(14)Stock (13)

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Heard Frank 3556 LAKE SHORE ROAD P.O. BOX 2028

President and CEO

BUFFALO, NY 14219-0228

Signatures

/s/ Paul J. Schulz, Attorney in Fact for Frank 01/05/2016 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 Performance Stock Units issued to Reporting Person. Performance Stock Units are converted to shares of common stock of the Registrant provided that the Reporting Person is employed by the Registrant at the end of the three (3) year performance period

- beginning January 1, 2016 and ending December 31, 2018. The number of shares into which the Performance Stock Units are converted, if any, is dependent upon achievement of a specified total shareholder return for the performance period and may not exceed 75,000 shares.
- Represents Restricted Stock Units issued to Reporting Person. Restricted Stock Units are converted to shares of common stock of the **(2)** Registrant provided that the Reporting Person is employed by the Registrant at the end of the three (3) year vesting period beginning January 1, 2016 and ending December 31, 2018.
- Represents net shares of common stock acquired upon conversion of restricted stock units awarded as part of the Company's Long Term (3)Incentive Plan into common stock upon vesting.
- Represents common stock retained by the Company upon conversion of Reporting Person's restricted stock units into shares of common **(4)** stock in satisfaction of the Reporting Person's individual minimum statutory withholding obligation.
- Represents the conversion of restricted stock units to shares of common stock upon vesting of restricted stock units awarded as part of the Company 's Long Term Incentive Plan. Twenty-five percent (25%) of the total units awarded vest and are payable, solely in shares **(5)** of common stock of the Company on each anniversary of the January 2, 2015 award date.
 - Represents remaining restricted stock units awarded on January 2, 2015 as part of the Company 's Long Term Incentive Plan.
- Twenty-five (25%) of the total units awarded vest and are payable, solely in shares of the Company on each anniversary of the January **(6)** 2, 2015 award date.
- Option granted to Reporting Person provides Reporting Person the right to purchase up to 25,000 shares of common stock of the **(7)** Registrant at the exercise price.

Reporting Owners 3

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- (8) The Reporting Person's right to purchase shares of common stock of the Registrant pursuant to the option is forfeited if the Reporting Person's employment with the Registrant is terminated for any reason other than death or disability prior to December 31, 2018.
- (9) 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.
- (11) 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.
 - 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
- (12) 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 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 Performance Units which will be awarded to the Reporting Person under the Company 's Equity Incentive Plan upon achievement of the targeted return on invested capital for 2015. The maximum number of Performance Units which may be earned is two hundred percent (200%) of the Performance Units awarded for target level performance and the minimum number of Performance Units which may be earned is zero (0) Performance Units.
 - 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
- 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.