GIBRALTAR INDUSTRIES, INC.

Form 4

February 03, 2016

FORM	4									APPROVAL		
Washington, D.C. 20549							OMB Number:	3235-0287				
Check this b									Expires:	January 31,		
subject to Section 16. Form 4 or	Section 16. SECURITIES							Estimated average burden hours per response 0				
Form 5 obligations may continu <i>See</i> Instructi 1(b).	Section 17(a)	of the P		ty Holdin	g Comp	any A	Act of	e Act of 1934, 1935 or Section 0	·			
(Print or Type Res	ponses)											
Murray Paul Sym				2. Issuer Name and Ticker or Trading Symbol GIBRALTAR INDUSTRIES, INC.					5. Relationship of Reporting Person(s) to Issuer			
		ĺ	[ROCK]					(Chec	k all applicab	le)		
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)				Director Officer (give below)		% Owner her (specify						
3556 LAKE S. BOX 2028	HORE ROAD, P	.O. (02/01/2010	6				Senio	r Vice Preside	ent		
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by						_X_ Form filed by C	One Reporting I	Person				
BUFFALO, N	Y 14219-0228							Form filed by M Person	tore than One F	Reporting		
(City)	(State) (Zi	p)	Table I	- Non-Deri	ivative Se	curitio	es Acqu	uired, Disposed of	, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)		Month/Day/Year) ZA. Deemed Execution Date, if any (Month/Day/Year)			4. Securi onAcquired Disposed (Instr. 3,	l (A) of (D) 4 and (A)))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership In Form: Bo Direct (D) Or or Indirect (In (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
D (1) 1				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Restricted Stock Unit (LTIP 02/01/2016)	02/01/2016			A	3,058 (1)	A	\$ 0 (1)	3,058	D			
Common Stock								11,906	D			
Common Stock								1,760.883	I	Gibraltar Industries, Inc. 401(k)		

Savings

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			Plan
Executive Retirement RSU	8,000	D	
Restricted Stock Unit (LTIP 01/02/2013)	758	D	
Restricted Stock Unit (LTIP 01/02/2014)	1,514	D	
Restricted Stock Unit (LTIP 01/02/2015)	2,822	D	
Restricted Stock Unit (Retirement Supplement)	15,000	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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units (2016)	<u>(3)</u>	02/01/2016		A	10,375 (2)	(3)	(3)	Common Stock	10,375
Performance Units 2013	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	7,080
Performance Units 2015	<u>(5)</u>					(5)	(5)	Common Stock	16,194

SEC 1474

(9-02)

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Restricted Stock Unit (MSPP Match Post-2012)	<u>(6)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	14,437.7
Restricted Stock Unit (MSPP Match)	<u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	18,008.0
Restricted Stock Unit (MSPP Post-2012)	<u>(8)</u>	(8)	(8)	Common Stock	22,387.0
Restricted Stock Unit (MSPP)	<u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	22,667.3

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Murray Paul							
3556 LAKE SHORE ROAD			Senior Vice President				
P.O. BOX 2028			Sellior vice Flesidelli				
BUFFALO, NY 14219-0228							

Signatures

/s/ Paul J. Schulz, Attorney in Fact for Paul
Murray

02/03/2016

Explanation of Responses:

**Signature of Reporting Person

- * 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 restricted stock units awarded as part of the Company 's Long Term Incentive Plan. Twenty-five percent (25%) of the total (1) units awarded vest and are payable, solely in shares of common stock of the Company, on February 1, 2016 and on each February 1st thereafter through February 1st, 2020.

Date

- 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 2016. 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 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.

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Reporting Owners 3

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Performance Units vest and are paid at the end of three (3) consecutive calendar year periods ending December 31, 2015 or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before December 31, 2015 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, 2015, or if applicable, 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 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.

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.

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 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 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.

Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning six (6) months (9) 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.

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.