GIBRALTAR INDUSTRIES, INC.

Form 4

February 18, 2016

1 cordary 10, 20						OMD AT	DDOV/AL		
FORM	4 UNITED STA		TIES AND EXC ngton, D.C. 2054		COMMISSION	OMB AF OMB Number:	3235-0287		
Check this b	oox	v usiii	ng.con, D.C. 200			Expires:	January 31,		
if no longer subject to	STATEMEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERS					2005 verage		
Section 16. Form 4 or		3	ECURITIES			burden hou			
Form 5	Filed nursuan	t to Section 16(a	a) of the Securitie	s Exchano	e Act of 1934	response	0.5		
obligations	Section 17(a) of		ty Holding Comp	_		1			
may continu See Instructi	le.		stment Company	•					
1(b).	ion								
(Print or Type Res	ponses)								
	ress of Reporting Perso		2. Issuer Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer			
Heard Frank		Symbol	A D IN INCEDIO	ag Dig	Issuei				
		[ROCK]	TAR INDUSTRIE	ES, INC.	(Check all applicable)				
(Last)	(First) (Middle	(Middle) 3. Date of Earliest Transaction			Director 10% Owner Officer (give title Other (specify				
2556 I AVE C	HODE DOAD, DO	(Month/Day/			below)	below)	er (specify		
BOX 2028	HORE ROAD, P.O	02/16/2010	5		Presi	dent and CEO			
DON 2020	(G: 1)	4.70.4							
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			int/Group Filin	g(Check		
		T Tied(Month)				Applicable Line) _X_ Form filed by One Reporting Person			
BUFFALO, N	Y 14219-0228				Form filed by M Person	ore than One Re	porting		
(City)	(State) (Zip)	Table I	- Non-Derivative Se	ecurities Acq	quired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Secu	rities	5. Amount of	6.	7. Nature of		
Security	` '	Execution Date, if	TransactionAcquire		Securities	Ownership	Indirect		
(Instr. 3)		any (Month/Day/Year)		ed of (D) 3, 4 and 5)	Beneficially Owned	Form: Direct (D) or	Ownership		
		(· · · · · · · · · · · · · · · · · · ·		, ,	Following	Indirect (I)	(Instr. 4)		
				(A)	Reported Transaction(s)	(Instr. 4)			
				or	(Instr 3 and 4)				
Common			Code V Amoun	t (D) Pric	e ·				
Stock					11,707	D			
Performance Stock Unit									
(December					50,000	D			
2015)									
Restricted									
Stock Unit									
(LTIP					14,389	D			
01/02/2015)									

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Restricted Stock Unit (LTIP 02/01/2016)	19,090	D
Restricted Stock Unit (LTIP 06/11/2014)	12,508	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 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 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Performance Units 2015	<u>(2)</u>	02/16/2016		A	34,413 (3)	(2)	(2)	Common Stock	34,
Option (December 2015)	\$ 25.44					12/31/2018	12/31/2028	Common Stock	25,
Performance Units (2016)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	27,
Restricted Stock Unit (MSPP	<u>(5)</u>					(5)	(5)	Common Stock	9,29

(9-02)

Match Post-2012)

Post-2012)

Restricted Stock Unit (MSPP

 $\frac{(6)}{}$ $\frac{(6)}{}$ Common Stock

15.4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Heard Frank

3556 LAKE SHORE ROAD P.O. BOX 2028

BUFFALO, NY 14219-0228

President and CEO

Signatures

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

02/18/2016

**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 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
- (2) 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.
- Represents an increase of the targeted number of Performance Units awarded to the Reporting Person on January 2, 2015 under the Company's 2005 Equity Incentive Plan as a result of the Company's achievement of a return on invested capital in excess of the targeted return on invested capital for 2015. The Compensation Committee has reviewed and confirmed the Company's calculation of Return on Invested Capital for 2015 as compared to target and approved the resulting increase in the number of Performance Units, based on the Company's 2015 audited financial statements.
- 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.
 - 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,
- (5) 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.

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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

(6) 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.

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.