### GIBRALTAR INDUSTRIES, INC.

Form 4

February 23, 2016

FORM 4	4 UNITED STAT	TES SECURIT	TIES AND EXCHAN	GE COMMISSION	OMB AF	PROVAL	
ar 1 1 1			ngton, D.C. 20549		Number:	3235-0287	
Check this be if no longer					Expires:	January 31, 2005	
subject to Section 16. Form 4 or		STATEMENT OF 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 t	he Public Utili	a) of the Securities Exc ty Holding Company A stment Company Act of	Act of 1935 or Section	1		
(Print or Type Resp	oonses)						
1. Name and Addr Heard Frank	ress of Reporting Person	Symbol	ame and Ticker or Trading	5. Relationship of Issuer	Reporting Pers	on(s) to	
		[ROCK]	AK INDUSTRIES, IN	(Check	k all applicable	)	
(Last)	(First) (Middle)	3. Date of Ea (Month/Day/	rliest Transaction Year)	Director Officer (give	titleOthe	Owner or (specify	
3556 LAKE SI BOX 2028	HORE ROAD, P.O.	02/19/2010		below) Presi	below) dent and CEO		
	(Street)	4. If Amendr Filed(Month/I	nent, Date Original Day/Year)	6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Per	rson	
BUFFALO, N	Y 14219-0228			Form filed by M Person	iore man One Re	porting	
(City)	(State) (Zip)	Table I	- Non-Derivative Securitie	es Acquired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	aı	A. Deemed xecution Date, if ny Month/Day/Year)	3. 4. Securities TransactionAcquired (A) Code Disposed of (I (Instr. 8) (Instr. 3, 4 and  (A) or Code V Amount (D)	D) Beneficially 15) Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				11,707	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)	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.

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Sec
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	A N S
Restricted Stock Unit (MSPP Match Post-2012)	<u>(2)</u>	02/19/2016		A	36,974.38 (1)	<u>(2)</u>	<u>(2)</u>	Common Stock	
Restricted Stock Unit (MSPP Post-2012)	<u>(4)</u>	02/19/2016		A	49,299.18 ( <u>3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	2
Option (December	\$ 25.44					12/31/2018	12/31/2028	Common Stock	

(9-02)

2015)

Performance Units (2016)	<u>(5)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock
Performance Units 2015	<u>(6)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock

# **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

02/23/2016

\*\*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).
- (1) 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 cash incentive compensation 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.
- (3) Represents restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his annual cash incentive compensation 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
- (4) 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.
- 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.

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