#### GIBRALTAR INDUSTRIES, INC.

Form 4 April 20, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Form 4 or Form 5 obligations

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

| BRADY SHA                            | •  | 2. Issuer Name and Ticker or Trading Symbol GIBRALTAR INDUSTRIES, INC. [ROCK] |   |  |   | Issuer  (Check all applicable)   |  |  |   |  |
|--------------------------------------|--|---|---|--|---|--|--|--|---|--|
| (Last)<br>3556 LAKE S<br>BOX 2028    | (First)  | (Middle) D, P.O.  | 3. Date of Earliest Transaction (Month/Day/Year) 04/19/2016 |  |   |  | Director 10% Owner Officer (give title Other (specify below)   |  |   |  |
| BUFFALO, N                           | (Street) IY 14219-022  | 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 Person |  |  |   |  |
| (City)                               | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |  |   |  |  |  |   |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction<br>(Month/Day/Y   | Year) Execu   | Deemed ution Date, if th/Day/Year)                          | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>onAcquired<br>Disposed<br>(Instr. 3, 4) | (A) or of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock<br>(Restricted)      |  |   |   |  |   |  | 1,322  | 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 (9-02)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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | TransactionDerivative Ex |               | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     | 8<br>I<br>S<br>(( |
|--|---|--------------------------------------|---|--------------------------|---------------|--|--------------------|---|-------------------------------------|-------------------|
|  |   |                                      |   | Code V                   | (A) (D)       | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                   |
| Restricted<br>Stock Unit<br>(MSPP<br>Post-2012)          | (2)   | 04/19/2016                           |   | A                        | 563.82<br>(1) | <u>(2)</u>   | (2)                | Common<br>Stock   | 563.82                              |                   |
| Restricted<br>Stock Unit<br>(MSPP<br>Match<br>Post-2012) | (3)   |                                      |   |                          |               | (3)  | (3)                | Common<br>Stock   | 587.89                              |                   |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRADY SHARON M 3556 LAKE SHORE ROAD P.O. BOX 2028 BUFFALO, NY 14219-0228

### **Signatures**

/s/ Paul J. Schulz, Attorney in Fact for Sharon
Brady
04/19/2016

\*\*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 restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of her annual director retainer fee.
  - 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
- (2) service as a director 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 determined as of the day prior to the date the Reporting Person's service as a director of the Company is terminated.
- (3) 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

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(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 determined as of the day prior to the date the Reporting Person's service as a director of the Company 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.