

Heard Frank  
Form 4  
February 01, 2019

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Heard Frank

2. Issuer Name and Ticker or Trading Symbol  
GIBALTAR INDUSTRIES, INC.  
[ROCK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3556 LAKE SHORE ROAD, P.O.  
BOX 2028

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2019

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice Chairman of the Board

(Street)  
BUFFALO, NY 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 Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)            | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                               | 01/30/2019                           |  | A                              |   | 60,750<br>(1)   | A  | \$ 0 (1) 120,345 D                                    |
| Common Stock                               | 01/30/2019                           |  | F                              |   | 29,750<br>(2)   | D  | \$ 35.02 (2) 90,595 D                                 |
| Performance Stock Unit (December 2015) (3) | 01/30/2019                           |  | D                              |   | 50,000<br>(4)   | D  | \$ 0 (4) 0 D  |
| Performance                                |                                      |  |                                |   |   |  | 9,217 D   |

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|  |        |   |
|--|--------|---|
| Stock Unit<br>(February<br>2017)                           |        |   |
| Performance<br>Stock Unit<br>(March 2018)                  | 47,976 | D |
| Restricted<br>Stock Unit<br>(LTIP<br>02/01/2016)           | 9,546  | D |
| Restricted<br>Stock Unit<br>(LTIP<br>02/01/2017)           | 12,544 | D |
| Restricted<br>Stock Unit<br>(LTIP<br>12/29/2014)           | 10,000 | D |
| Restricted<br>Stock Unit<br>(LTIP<br>3/1/2018)             | 41,979 | D |
| Restricted<br>Stock Units<br>(February<br>2017)            | 20,000 | D |
| Special<br>Performance<br>Stock Unit<br>(February<br>2017) | 20,000 | 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 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<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|---|---|---|---|--|--|---|
|---|---|---|---|---|--|--|---|

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|  | Code | V | Disposed of (D)<br>(Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--|------|---|---|-----|------------------|-----------------|--------------|----------------------------|
|  |      |   | (A)                                     | (D) |                  |                 |              |                            |
| Option (December 2015)                       |      |   |   |     | 12/31/2018       | 12/31/2025      | Common Stock | 25,000                     |
| \$ 25.44                                     |      |   |   |     |                  |                 |              |                            |
| Option (February 2017)                       |      |   |   |     | 02/01/2020       | 02/01/2027      | Common Stock | 20,000                     |
| \$ 43.05                                     |      |   |   |     |                  |                 |              |                            |
| Performance Units (2016)                     |      |   | (5)                                     |     | (5)              | (5)             | Common Stock | 55,928                     |
| Restricted Stock Unit (MSPP Match Post-2012) |      |   | (6)                                     |     | (6)              | (6)             | Common Stock | 87,079.0                   |
| Restricted Stock Unit (MSPP Post-2012)       |      |   | (7)                                     |     | (7)              | (7)             | Common Stock | 124,771.                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Heard Frank<br>3556 LAKE SHORE ROAD<br>P.O. BOX 2028<br>BUFFALO, NY 14219-0228 |               |           | Vice Chairman of the Board |       |

## Signatures

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

02/01/2019

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 the conversion of performance stock units awarded to Reporting Person on December 31, 2015.
- (2) Represents common stock retained by the Company upon conversion of Reporting Person's performance stock units into shares of common stock in satisfaction of the Reporting Person's individual minimum statutory withholding obligation.
- (3)

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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.

- (4) Represents the conversion of performance stock units to shares of common stock upon vesting.

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

- (5) 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,

- (6) 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 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

- (7) 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.

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