

Syvrud Cherri  
Form 4  
June 12, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Syvrud Cherri

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
3556 LAKESHORE RD., P.O. BOX  
2028

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/10/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Senior Vice President

(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<br>(Instr. 3)                             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock <sup>(1)</sup>                                 | 06/10/2018                              |                                                             | A                                       | 455 <sup>(1)</sup>                                                         | A \$ 0 962                                                                                                         | D                                                                       |                                                                                |
| Common<br>Stock <sup>(2)</sup>                                 | 06/10/2018                              |                                                             | F                                       | 154 <sup>(2)</sup>                                                         | D \$ 40.4 808                                                                                                      | D                                                                       |                                                                                |
| Restricted<br>Stock Unit<br>(LTIP<br>6/10/2016) <sup>(3)</sup> | 06/10/2018                              |                                                             | D                                       | 455 <sup>(3)</sup>                                                         | D \$ 0 911                                                                                                         | D                                                                       |                                                                                |
| Discretionary<br>Restricted                                    |                                         |                                                             |                                         |                                                                            | 2,000                                                                                                              | D                                                                       |                                                                                |

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Stock Units  
(February  
2017)

Performance  
Stock Units  
(February  
2017)

1,350 D

Performance  
Stock Units  
(March 2018)

8,096 D

Restricted  
Stock Units  
(LTIP  
02/01/2017)

1,089 D

Restricted  
Stock Units  
(LTIP  
3/1/2018)

2,024 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                                  |
|----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|----------------------------------|
|                                                          |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares |
| Performance<br>Units (2016)                              | (4)                                                                   |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (4)                                                                 | (4)                | Performance<br>Stock Units | 5,870                            |
| Restricted<br>Stock Unit<br>(MSPP<br>Match<br>Post-2012) | (5)                                                                   |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (5)                                                                 | (5)                | Common<br>Stock            | 2,184.03                         |

|                                                 |     |     |     |                 |          |
|-------------------------------------------------|-----|-----|-----|-----------------|----------|
| Restricted<br>Stock Unit<br>(MSPP<br>Post-2012) | (6) | (6) | (6) | Common<br>Stock | 2,184.03 |
|-------------------------------------------------|-----|-----|-----|-----------------|----------|

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships                             |
|--------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                | Director    10% Owner    Officer    Other |
| Syvrud Cherri<br>3556 LAKESHORE RD.<br>P.O. BOX 2028<br>BUFFALO, NY 14219-0228 | Senior Vice President                     |

## Signatures

|                                                           |            |
|-----------------------------------------------------------|------------|
| /s/ Paul J. Schulz, Attorney in Fact for Cherri<br>Syvrud | 06/12/2018 |
|-----------------------------------------------------------|------------|

\_\_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 restricted stock units awarded as part of the Company 's Long Term Incentive Plan into common stock upon vesting.

(2) Represents common stock retained by the Company upon conversion of Reporting Person's restricted stock units into shares of common stock in satisfaction of the Reporting Person's individual minimum statutory withholding obligation.

(3) Represents the conversion of restricted stock units to shares of common stock upon vesting of restricted stock units awarded as part of the Company 's Long Term Incentive Plan. Twenty-five percent (25%) of the total units awarded vest and are payable, solely in shares of common stock of the Company on each anniversary of the June 10, 2016, award date.

(4) Performance Units vest and are paid at the end of 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, death, disability or retirement.

(5) 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.

(6) 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.

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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