FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of Cherrie	Reporting Person*						cker or Trac NDUST			<u>C.</u> [ ro	CK]	(Che	ck all applic	able)	Perso	n(s) to Issu 10% Ow Other (s	ner
	KESHORE	,	(Middle)		Date o 5/10/2		est Tran	saction (Mo	onth/D	ay/Year	·)		_ X	below)	enior Vic	e Pres	below)	респу
P.O. BOZ (Street) BUFFAI (City)	LO N		14219-0228 (Zip)		If Ame	ndmer	nt, Date	of Original	Filed (	(Month/I	Day/Year)		6. Inc Line)	Form fi	led by One led by More	Repor	Check App ting Person One Report	.
		Tal	ole I - Non-	Derivativ	re Se	curit	ies A	cquired,	Disp	osed	of, or E	Bene	ficially	Owned				
1. Title of S	Security (Inst	r. 3)	[	2. Transactio Date (Month/Day/\	(ear)	if any	emed tion Date	Code (			urities Acq sed Of (D) (			5. Amount of Securities Beneficially Owned Following Reported			Direct I Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership
								Code	v	Amoui	nt (A	() or ()	Price	Transact (Instr. 3 a	ion(s)		(	Instr. 4)
Restricted	d Stock Uni	t (LTIP 6/10/201	L <b>6)</b> <sup>(1)</sup>	06/10/20	16			A		1,82	21 <sup>(1)</sup>	A	\$0.00	1,8	321		D	
			Table II - D (e	erivative e.g., puts										Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Ye	Code (		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr	rative rities nired r osed )	6. Date Exel Expiration I (Month/Dayl	ate	e and	7. Title ar Securitie Derivative (Instr. 3 a	s Unde e Secu	rlying	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)		Date Exercisable	Exp Dat	iration e	Title	0 N 0	umber					
PSU (2016) <sup>(2)</sup>	(3)							(3)		(3)	Performan Stock Un		2,935		2,935		D	

## **Explanation of Responses:**

- 1. Represents 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 June 10, 2017, and on each June 10 thereafter through June 10, 2020.
- 2. 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 2016. 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.
- 3. 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.

## Remarks:

/s/ Paul J. Schulz, Attorney in Fact for Cherri Syvrud

06/13/2016

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Michael E. Storck, Paul J. Schulz and Elise M. DeRose each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Gibraltar Industries, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this  $\_12\_$  day of May, 2016.

_/s/Cherrie Syvrud Cherrie Syvrud
STATE OF SS: COUNTY OF
On the day of May in the year 2016, before me, the undersigned, a notary public in and for said state, personally appeared Cherrie Syvrud, an individual(s) whose name(s) is (are) subscribed to the within instrument

and acknowledged to me that ne/sne/they executed the same in his/her/their
capacity(ies), and that by his/her/their signature(s) on the instrument,
the individual(s) or the person upon behalf of which the individual(s) acted,
executed the instrument.

Notory	Dublio	
Notary	Public	