

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>Syvrud Cherri</u> _____ (Last) (First) (Middle) 3556 LAKE SHORE ROAD P.O. BOX 2028 _____ (Street) BUFFALO NY 14219-0228 _____ (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>GIBALTAR INDUSTRIES, INC. [ ROCK ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Senior Vice President		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/01/2020					
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>					
			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person Form filed by More than One Reporting Person					

**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	(A) or (D)	Price			
Common Stock <sup>(3)</sup>	02/01/2020		A		2,000	A	\$0	3,683	D	
Common Stock <sup>(2)</sup>	02/01/2020		F		692	D	\$54.52	2,991	D	
Discretionary Restricted Stock Units (February 2017) <sup>(1)</sup>	02/01/2020		D		2,000	D	\$0	0	D	
Common Stock <sup>(3)</sup>	02/01/2020		A		363	A	\$0	3,354	D	
Common Stock <sup>(2)</sup>	02/01/2020		F		111	D	\$54.52	3,243	D	
Restricted Stock Units (LTIP 02/01/2017) <sup>(4)</sup>	02/01/2020		D		363	D	\$0	363	D	
Common Stock								220,574	I	401(k)
Performance Stock Unit (March 2019)								7,150	D	
Performance Stock Units (February 2017)								1,350	D	
Performance Stock Units (March 2018)								7,732	D	
Restricted Stock Unit (LTIP 3/1/2019)								1,787	D	
Restricted Stock Unit (LTIP 6/10/2016)								456	D	
Restricted Stock Units (LTIP 3/1/2018)								1,518	D	

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit (2018 MSPP Match) <sup>(5)</sup>	(6)							(6)	(6)	Common Stock	273.11	273.11	D	
Restricted Stock Unit (MSPP Match Post-2012) <sup>(7)</sup>	(8)							(8)	(8)	Common Stock	2,655.5	2,655.5	D	

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit (MSPP Post-2012) (9)	(10)							(10)	(10)	Common Stock	2,655.5	2,655.5	D	

**Explanation of Responses:**

1. Represents Discretionary Restricted Stock Units issued to Reporting Person. Discretionary Restricted Stock Units vest and are payable, solely in shares of common stock of the Company, at the end of three (3) consecutive calendar year periods beginning on February 1, 2017 ending on January 31, 2020 or, if earlier, upon death, disability or retirement. Restricted Stock Units are forfeited if employment is terminated before January 31, 2020 for reasons other than death, disability or retirement.
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 awarded as part of the Company's Long Term Incentive Plan into common stock upon vesting.
4. 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 February 1, 2018 and on each February 1st thereafter through February 1, 2021.
5. Represents matching restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of her annual base salary pursuant to the Company's 2018 Management Stock Purchase Plan.
6. Restricted stock units are forfeited if Reporting Person's service as an officer of the Company is terminated prior to the fifth (5th) anniversary of the Reporting Person's vesting commencement date. If service as an officer continues beyond the fifth (5th) anniversary of the Reporting Person's vesting commencement date, 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.
7. Represents matching restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of her annual cash incentive compensation pursuant to the Company's Management Stock Purchase Plan.
8. 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.
9. 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 cash incentive compensation pursuant to the Company's Management Stock Purchase Plan.
10. 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.

/s/ Jeffrey J. Watorek,  
Attorney-in-Fact for Cheri Syvrud      02/04/2020

\*\* 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.

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