

## FORM 5

## 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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

## ANNUAL 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

## OMB APPROVAL

OMB Number: 3235-0362

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hours per response: 1.0

<p>1. Name and Address of Reporting Person*</p> <p><u>Watorek Jeffrey J.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>3556 LAKE SHORE ROAD</p> <p>P.O. BOX 2028</p> <hr/> <p>(Street)</p> <p>BUFFALO NY 14219-0228</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>GIBALTAR INDUSTRIES, INC. [ ROCK ]</u></p> <hr/> <p>3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)</p> <p>12/31/2017</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">VP, Treasurer, Secretary</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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### 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock (401k)	06/19/2017 <sup>(1)</sup>		P	3.498 <sup>(1)</sup>	A	\$34.797 <sup>(2)</sup>	362.928	I	401k
Common Stock (401k)	06/30/2017		S	69.603 <sup>(3)</sup>	D	\$35.57	293.325	I	401k
Common Stock (401k)	07/05/2017		P	0.471 <sup>(4)</sup>	A	\$35.92	293.796	I	401k
Common Stock (401k)	07/06/2017		P	0.117 <sup>(5)</sup>	D	\$35.9	293.679	I	401k
Common Stock (401k)	07/17/2017		P	0.501 <sup>(4)</sup>	A	\$33.77	294.18	I	401k
Common Stock (401k)	07/31/2017		P	0.565 <sup>(4)</sup>	A	\$29.95	294.745	I	401k
Common Stock (401k)	08/14/2017		P	0.067 <sup>(6)</sup>	A	\$28.81	294.812	I	401k
Common Stock (401k)	08/14/2017		P	0.234 <sup>(6)</sup>	A	\$28.97	295.046	I	401k
Common Stock (401k)	08/14/2017		P	0.585 <sup>(4)</sup>	A	\$28.92	295.631	I	401k
Common Stock (401k)	08/28/2017		P	0.241 <sup>(6)</sup>	A	\$28.17	295.872	I	401k
Common Stock (401k)	08/28/2017		P	0.068 <sup>(6)</sup>	A	\$28.09	295.94	I	401k
Common Stock (401k)	08/28/2017		P	0.598 <sup>(4)</sup>	A	\$28.29	296.538	I	401k
Common Stock (401k)	09/01/2017		P	33.519 <sup>(6)</sup>	A	\$29.43	330.057	I	401k
Common Stock (401k)	09/01/2017		P	0.064 <sup>(6)</sup>	A	\$29.69	330.121	I	401k
Common Stock (401k)	09/11/2017		P	0.586 <sup>(4)</sup>	A	\$28.87	330.707	I	401k
Common Stock (401k)	09/25/2017		P	0.571 <sup>(4)</sup>	A	\$29.63	331.278	I	401k
Common Stock (401k)	10/10/2017		P	0.53 <sup>(4)</sup>	A	\$31.92	331.808	I	401k
Common Stock (401k)	10/23/2017		P	0.517 <sup>(4)</sup>	A	\$32.73	332.325	I	401k
Common Stock (401k)	11/06/2017		P	0.511 <sup>(4)</sup>	A	\$33.11	332.836	I	401k
Common Stock (401k)	11/20/2017		P	0.531 <sup>(4)</sup>	A	\$31.86	333.367	I	401k
Common Stock (401k)	12/04/2017		P	0.538 <sup>(4)</sup>	A	\$31.45	333.905	I	401k
Common Stock							2,632	D	
Discretionary RSU (Feb 2016)							1,200	D	
Discretionary RSU (May 2017)							2,000	D	
Performance Stock Units (April 2017)							2,023	D	
RSU (LTIP 4/3/2017)							506	D	
RSU (LTIP 9/4/2014)							299	D	
RSU (LTIP 9/4/2015)							618	D	

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
RSU (LTIP 9/6/2016)							426	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (September 2008)	\$22.16						(7)	09/09/2018	Common Stock	1,000		1,000	D	
Option (September 2009)	\$13.72						(7)	09/14/2019	Common Stock	2,000		2,000	D	
Option (September 2010)	\$8.9						(7)	09/13/2020	Common Stock	2,000		2,000	D	
Option (September 2011)	\$9.74						(7)	09/13/2021	Common Stock	2,500		2,500	D	

**Explanation of Responses:**

- Reflects shares of common stock of the Company acquired under the terms of the Company's 401(k) Plan through ordinary course deferrals of compensation by the Reporting Person together with matching Company purchases of common stock of the Company, all in accordance with the terms of the Company's 401(k) Plan during the period April 1, 2017 through June 30, 2017.
- Reflects average purchase price for shares of common stock of the Company acquired under the terms of the Company's 401(k) Plan through ordinary course deferrals of compensation by the Reporting Person together with matching Company purchases of common stock of the Company, all in accordance with the terms of the Company's 401(k) Plan during the period April 1, 2017 through June 30, 2017.
- Reflects a sale of shares of common stock held for the benefit of the Reporting Person under the terms of the Company's 401(k) Plan in connection with a plan loan extended by the 401(k) Plan to the Reporting Person. The sale of shares by the Company's 401(k) Plan was the result of inadvertent administrative error. There were no short swing profits realized by the Reporting Person as a result of purchases of common stock of the Company made for the benefit of the Reporting Person during the six month period preceding the sale of shares of the Company's common stock in connection with the loan made by the Company's 401(k) Plan.
- Reflects shares of common stock of the Company acquired under the terms of the Company's 401(k) Plan through ordinary course deferrals of compensation by the Reporting Person together with matching Company purchases of common stock of the Company, all in accordance with the terms of the Company's 401(k) Plan. Short swing profits in the amount of \$245.48 realized by the Reporting Person in connection with all 401(k) Plan purchases made on behalf of the Reporting Person during the six month period following the sale of shares of common stock of the Company in connection with the 401(k) Plan loan have been disgorged to the Company.
- Reflects a sale of shares of common stock held for the benefit of the Reporting Person under the terms of the Company's 401(k) Plan in connection with the recovery of the 401(k) plan loan set up fee from the Reporting Person's account under the Company's 401(k) Plan. The sale of shares by the Company's 401(k) Plan was the result of inadvertent administrative error. There were no short swing profits realized by the Reporting Person as a result of purchases of common stock of the Company made for the benefit of the Reporting Person under the Company's 401(k) Plan during the six month period preceding the sale of shares of the Company's common stock in connection with the recovery of the 401(k) plan loan set up fee from the Reporting Person's account under the terms of the Company's 401(k) Plan.
- Reflects shares of common stock of the Company acquired under the terms of the Company's 401(k) Plan in connection with the Reporting Person's repayment of the loan from the Company's 401(k) Plan. Short swing profits in the amount of \$245.48 realized by the Reporting Person in connection with all 401(k) Plan purchases made on behalf of the Reporting Person during the six month period following the sale of shares of common stock of the Company in connection with the 401(k) Plan loan have been disgorged to the Company.
- Twenty-five percent (25%) of the total number of options granted vest and become exercisable on each anniversary grant date.

**Remarks:**

/s/ Paul J. Schulz, Attorney in Fact for Jeffrey J. Watorek 02/13/2018

\*\* 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, Elise M. DeRose and Sean P. Balkin, 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 28th day of March, 2017.

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Jeffrey J. Watorek

STATE OF NEW YORK

SS:

COUNTY OF ERIE

On the 28th day of March in the year 2017, before me, the undersigned, a notary public in and for said state, personally appeared Jeffrey J. Watorek, an individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/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.

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Notary Public