SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Fil

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ed pursuant to Section 16(a) of the Securities Exchange Act of 193	4
or Section 30(h) of the Investment Company Act of 1940	

1. Name and Address of Reporting Person [*] Burns Patrick			2. Issuer Name and Ticker or Trading Symbol <u>GIBRALTAR INDUSTRIES, INC.</u> [ROCK]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner						
(Last) 3556 LAKE SF P.O. BOX 2028	5 LAKE SHORE ROAD		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2020	X	Officer (give title below) Chief Operatin	Other (specify below) g Officer						
(Street) BUFFALO (City)	NY (State)	14219-0228 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Check Applicab 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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock								2,575	D	
Performance Stock Unit (March 2019)								11,787	D	
Performance Stock Unit (March 2020)								8,220	D	
Restricted Stock Unit (LTIP 03/18/2019)								3,429	D	
Restricted Stock Unit (LTIP 3/2/2020)								3,699	D	
Special Performance Stock Unit (March 2020)								9,000	D	
Special Restricted Stock Unit (March 2019)								7,500	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. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es ed ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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	Title	Amount or Number of Shares				
Restricted Stock Unit (2018 MSPP Match) ⁽¹⁾	(2)	06/30/2020		A		248.28		(2)	(2)	Common Stock	248.28	\$ <mark>0</mark>	3,726.46	D	
Restricted Stock Unit (2018 MSPP) ⁽³⁾	(4)	06/30/2020		A		620.7		(4)	(4)	Common Stock	620.7	\$44.46	620.7	D	

Explanation of Responses:

1. Represents matching restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of their annual base salary and annual cash incentive compensation pursuant to the Company's 2018 Management Stock Purchase Plan.

2. 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 of one share of the Company's common stock, as defined in the Company's 2018 Management Stock Purchase Plan, on the date of termination of the Reporting Person's service as an officer of the Company.

3. Represents restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of their annual base salary pursuant to the Company's 2018 Management Stock Purchase Plan.

4. 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 of one share of the Company's common stock, as defined in the Company's 2018 Management Stock Purchase Plan, 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 Patrick M. 07/02/2020 Burns

** Signature of Reporting Person Date

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

 \ast 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.