

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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|--|---|---|
| 1. Name and Address of Reporting Person* <u>Watorek Jeffrey J.</u> (Last) (First) (Middle) 3556 LAKE SHORE ROAD P.O. BOX 2028 (Street) BUFFALO NY 14219-0228 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>GIBRALTAR INDUSTRIES, INC. [ROCK]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Treasurer, Secretary</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2020</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | |
| Performance Stock Unit (March 2019) ⁽¹⁾ | 02/27/2020 | | A | | 521 ⁽²⁾ | A | \$0 | 3,775 | D | |
| Common Stock ⁽³⁾ | 03/01/2020 | | A | | 157 | A | \$0 | 4,520 | D | |
| Common Stock ⁽⁴⁾ | 03/01/2020 | | F | | 75 | D | \$50.67 | 4,445 | D | |
| Restricted Stock Units (LTIP 3/1/2018) ⁽⁵⁾ | 03/01/2020 | | D | | 157 | D | \$0 | 316 | D | |
| Common Stock ⁽³⁾ | 03/01/2020 | | A | | 135 | A | \$0 | 4,580 | D | |
| Common Stock ⁽⁴⁾ | 03/01/2020 | | F | | 64 | D | \$50.67 | 4,516 | D | |
| Restricted Stock Unit (LTIP 3/1/2019) ⁽⁶⁾ | 03/01/2020 | | D | | 135 | D | \$0 | 407 | D | |
| Common Stock ⁽⁷⁾ | 03/01/2020 | | A | | 627 | A | \$0 | 5,143 | D | |
| Common Stock ⁽⁸⁾ | 03/01/2020 | | F | | 297 | D | \$50.67 | 4,846 | D | |
| Performance Stock Units (April 2017) ⁽⁹⁾ | 03/01/2020 | | D | | 627 | D | \$0 | 0 | D | |
| Common Stock (401k) | | | | | | | | 333.905 | I | 401k |
| Discretionary RSU (May 2017) | | | | | | | | 2,000 | D | |
| Performance Stock Units (March 2018) | | | | | | | | 3,608 | D | |
| RSU (LTIP 4/3/2017) | | | | | | | | 254 | D | |
| RSU (LTIP 9/6/2016) | | | | | | | | 142 | 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 | | | | | |
| Option (September 2010) | \$8.9 | | | | | | (10) | 09/13/2020 ⁽¹⁰⁾ | Common Stock | 2,000 | 2,000 | D | |
| Option (September 2011) | \$9.74 | | | | | | (10) | 09/13/2021 ⁽¹⁰⁾ | Common Stock | 2,500 | 2,500 | D | |

Explanation of Responses:

- 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 2019. 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.
- Represents an increase of the targeted number of Performance Units awarded to the reporting person on March 1, 2019 under the Company's 2018 Equity Incentive Plan as a result of the Company's achievement of a return on invested capital above the targeted return on invested capital for 2019. The Compensation Committee has reviewed and confirmed the Company's calculation of Return on Invested Capital for 2019 as compared to target and approved the resulting increase in the number of Performance Units.

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 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.
5. 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 March 1st, 2019 and on each March 1st thereafter through March 1st, 2022.
6. 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 March 1st, 2020 and on each March 1st thereafter through March 1st, 2023.
7. Represents the conversion of performance stock units to shares of common stock upon vesting.
8. Represents common stock retained by the Company upon conversion of Reporting Person's performance stock units into shares of common stock in satisfaction of Reporting Person's individual minimum statutory withholding obligation.
9. Represents Performance Units which were distributed to the Reporting Person under the Company's Equity Incentive Plan upon achievement of the targeted return on invested capital for 2017. 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.
10. Twenty-five percent (25%) of the total number of options granted vest and become exercisable on each anniversary grant date.

/s/ Lori A. Rizzo, Attorney-in-
Fact for Jeffrey J. Watorek 03/02/2020

** 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.

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.

GIBRALTAR INDUSTRIES, INC.

**Power of Attorney
for Executing Forms 3, 4 and 5**

Know all men by these presents, that the undersigned, director or officer, or both, of GIBRALTAR INDUSTRIES, INC., hereby constitutes and appoints each of Lori A. Rizzo, Attorney-in-Fact for Jeffrey J. Watorek, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of GIBRALTAR INDUSTRIES, INC. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of GIBRALTAR INDUSTRIES, INC. unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 24th day of October, 2019

/s/ Jeffrey J. Watorek

Jeffrey J. Watorek

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Jeffrey J. Watorek and Lori A. Rizzo, 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 _____ day of October, 2019.

Jeffrey J. Watorek

STATE OF ILLINOIS COUNTY OF COOK

SS:

On the ____ day of October in the year 2019, 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.

Notary Public