SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

	nent 🛛 🚺	3. Issuer Name and Ticker or Trading Symbol <u>GIBRALTAR INDUSTRIES, INC.</u> [ ROCK ]					
		(Check all applicable) Director	10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
		below) below)		10	6. Individual or Joint/Group Filing (Check Applicable Line)		
_		President and C	200		Form filed I	by One Reporting Person by More than One Person	
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			tr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)							
Expiration Da	ate		ty (Instr. 4) Conve or Exe		se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		ive or Indirect		
*		·					
	Table I - Non Center Control C	Requiring Statement (Month/Day/Year) 05/09/2014 Table I - Non-Derivative (e.g., puts, calls, warran 2. But Statement (e.g., puts, calls, warran 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration	Requiring Statement (Month/Day/Year)       GIBRALTAR INDUST         05/09/2014       4. Relationship of Reporting Perso (Check all applicable) Director         X       Officer (give title below)         President and C         Z       Amount of Securities Beneficially (e.g., puts, calls, warrants, options, convertible (Month/Day/Year)         Z       Date         Expiration       3. Title and Amount of Securities Se	Requiring Statement (Month/Day/Year)       GIBRALTAR INDUSTRIES, IN         05/09/2014       4. Relationship of Reporting Person(s) to Issue (Check all applicable) Director       10% Owner (Check all applicable) Director         -       Vificer (give title below)       Other (spe below)         -       Vificer (give title below)       Other (spe below)         -       Z       Amount of Securities Beneficially Owned (Instr. 4)       3. Ownersh Form: Direct (Instr. 5)         Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)         Date       Expiration       3. Title and Amount of Security Or Indirect of Underlying Derivative Security (Instr. 4)	Requiring Statement (Month/Day/Year)       GIBRALTAR INDUSTRIES, INC. [ RC (Month/Day/Year)         -       GIBRALTAR INDUSTRIES, INC. [ RC (Check all applicable) Director       Relationship of Reporting Person(s) to Issuer (Check all applicable) Director       Relationship of Reporting Person(s) to Issuer (Check all applicable) Director       Superson(s)	Requiring Statement (Month/Day/Year)       GIBRALTAR INDUSTRIES, INC. [ ROCK ]         -       4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director       5. If Amendment, D (Month/Day/Year)         -       4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director       5. If Amendment, D (Month/Day/Year)         -       3. Officer (give title below)       Other (specify below)         President and COO       5. Individual or Join Applicable Line)         X       Officer (give title below)       Other (specify below)         President and COO       5. Month/Day/Year)         Z. Amount of Securities Beneficially Owned (Instr. 4)       3. Ownership Form: Direct (I) (Instr. 5)       4. Nature of Indirect (Instr. 5)         Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       5. Ownership Form: Direct (D) or Indirect (D)	

Remains.

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No securities are beneficially owned.

<u>/s/Paul J. Schulz, Attorney in</u> <u>Fact for Frank Heard</u>

05/20/2014

\*\* 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 5 (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.

SS:

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this \_\_\_\_\_ day of May, 2014.

Frank Heard

STATE OF NEW YORK

COUNTY OF \_\_\_\_\_

On the \_\_\_\_\_ day of May in the year 2014, before me, the undersigned, a notary public in and for said state, personally appeared Frank Heard 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