SEC Form 4

FORM 4

obligations may continue. See

Instruction 1(b).

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL
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Filed pursuant to	Section 10	6(a) of the	Securities	Exchar

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

1. Name and Address of Reporting Person* Jensen Elizabeth			2. Issuer Name and Ticker or Trading Symbol GIBRALTAR INDUSTRIES, INC. [ROCK	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
]	X	Director Officer (give title below)	10% Owner Other (specify below)		
(Last) (First) (Middle) 3556 LAKE SHORE ROAD P.O. BOX 2028		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022		Chief Human Resources Officer			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		ridual or Joint/Group Filing	(Check Applicable		
(Street) BUFFALO NY 14219-0228		14219-0228		Line) X	Form filed by One Report Form filed by More than Person	0		
(City)	(State)	(Zip)			Peison			

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially		7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/01/2022		Α		2,422 ⁽¹⁾	Α	\$ <mark>0</mark>	3,513 ⁽²⁾	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)		of Deriv Secu Acqu (A) o Dispo of (D)	r osed) 7. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		te of Securities		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) ⁽³⁾	(4)							(4)	(4)	Common Stock	155.58		155.58	D	
Restricted Stock Unit (2018 MSPP) ⁽⁵⁾	(6)							(6)	(6)	Common Stock	388.94		388.94	D	

Explanation of Responses:

1. The shares represent Restricted Stock Units issued under the Registrant's 2018 Equity Incentive Plan that have been granted to the Reporting Person. The shares vest in four portions: 25% on March 1, 2023, and on each March 1 thereafter through March 1, 2026. The Reporting Person was also granted Performance Stock Units, which will be reported on a subsequent Form 4 upon satisfaction of the performance criteria.

2. Includes 1,091 shares subject to unvested Restricted Stock Units.

3. 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 pursuant to the Company's 2018 Management Stock Purchase Plan.

4. 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.

5. 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.

6. 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.

<u>/s/ Jeffrey J. Watorek,</u>	
Attorney-in-Fact for Elizabeth	03/03/2022
<u>Jensen</u>	
** 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.