FORM 4

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).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person* LIPKE ERIC R						GIBRALTAR STEEL CORP [Rock]								tionship of Rep all applicable) Director Officer (give		10% C		
(Last) (First) (Middle) 75 EIMVIEW AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 05/21/2004								below)	Trust	helow)		
(Street) HAMBURG NY 14075					4. If A									Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(City) (State) (Zip)																	
						1		quired	l, Di	sposed o			ally					
Date				Date		2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.	Disposed O	Acquired (A) or (D) (Instr. 3, 4 and 5)		d 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	stock			05/21/	2004			Code	v	1,000	(A) or (D)	Price \$26.	15	(Instr. 3 and 4)		I	By	
Common stock			05/21/2004						1,000		Ψ20.	.13	010,520	_	1	Trust ⁽²⁾		
Common stock			05/21/2004				J ⁽¹⁾		1,000	D	\$26.	.17	609,526	\perp	I	By Trust ⁽²⁾		
Common stock			05/21/2004				J ⁽¹⁾		1,000	D	\$26.1	.677	608,526		I	By Trust ⁽²⁾		
Common stock			05/21/2004				J ⁽¹⁾		198.5	D	\$26.	.15	124,261.	5	I	Rush Creek ⁽³⁾		
Common stock			05/21/2004				J ⁽¹⁾		198.5	D	\$26.	.17	17 124,063		I	Rush Creek ⁽³⁾		
Common stock 0			05/21/2	2004			J ⁽¹⁾		198.5	D	\$26.1	677	123,864.	5	I	Rush Creek ⁽³⁾		
Common stock													640,027		I	By Trust ⁽⁴⁾		
Common stock													103,195		D			
Common stock													7,005		I	By Trust ⁽⁵⁾		
Common stock												6,700		I	By Trust ⁽⁶⁾			
Common stock												90,880		I	By Trust ⁽⁷⁾			
Common stock												5,800		I	By Trust ⁽⁸⁾			
Common stock												1,680		I	By Trust ⁽⁹⁾			
Common stock													1,680		I	By Trust ⁽¹⁰⁾		
Common stock											5,940		I	By Trust ⁽¹¹⁾				
		Та								osed of, c				vned				
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) if any (Month/Day/Y		n Date,	4. Transac Code (Ir 8)	otion of Der Sec (A) Dis of (I	posed D) str. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)			Amount of Securities S			r. 5) Benefic Owned Followi Report	ive ies cially ng ed ction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

		Ta	ble II - Deriva (e.g., p					ired, Disp options,							
1. Title of	2. Conversion	3. Transaction	3A. Deemed	C ode Transa	V	(5A)Nu	m (150e) r	6xDetisEbler	istadotke and	7itīētle Amour	aSolodares	8. Price of	9. Number of derivative	10. Ownership	11. Nature
Eseptaination (Instr. 3) 1. Sale of sec	of Elespises Price of Unities pursuan Derivative	e(Month/Day/Year) t to a pre-arranged st	if any (Month/Day/Year) ock trading plan estab	Code (8) clished p	(Instr. ursuant		rities ired	(Month/Day/	(ear)	Securit Underl Derivat	ties ying tive	Security (Instr. 5)	Securities Beneficially Owned	Form: Direct (D) or Indirect	Beneficial Ownership . (Instr. 4)
3. Shares held beneficial into	d indirectly represent in such sh	resenting the pecunia ares, except to the ex	ar Steel Corporation lary interest of reporting tent of his beneficial	g persor interest.	n in sha	Dispo of (D) (Instr	sed ibralta . 3, 4	r Steel Corpora	tion common	and 4) stock hel	d by Rush	Creek Investn	" Reported The The Transaction(s) " (Instr. 4)	eporting perso	on disclaims
		mon stock of Gibralta s he disclaims benefi	ar Steel Corporation l cial ownership.	ield by a	trust fo	or aind b	nefit o	of an insider, of	which the rep	orting pe	rson serves	as one of thre	e trustees and sha	res voting and	investment
			ne benefit of a child (l ich shares he disclain					n insider of Gib	raltar Steel Co	orporatio	n, of which	the reporting	person serves as o	one of three tru	istees and
6. Represents	shares indirect	ly held by a trust for	the benefit of the rep	orting p	erson's s	son.					or Number				
		tly held by trust for the beneficial ownership	ne benefit of insiders p.	of Gibra Code		-	oration (D)	, Date ich the r Exercisable	Date				d shares voting an	d investment p	oower and as

- 8. Represents shares indirectly held by a trust for the benefit of the reporting person's daughter.
- 9. Represents shares indirectly held by reporting person as custodian for son under UGMANY.
- 10. Represents shares indirectly held by reporting person as custodian for daughter under UGMANY.
- 11. Represents shares indirectly held by trust for the benefit of a child (Elissa Kristina Lipke) of an insider of Gibraltar Steel Corporation, which the reporting person serves as one of three trustees and shares voting and investment power and as to which shares he disclaims beneficial ownership.

/s/Janet N. Gabel, Attorney in Fact for Eric R. Lipke 05/24/2004

** 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.

ERIC R. LIPKE

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Gerald S. Lippes and Janet N. Gabel, 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 Steel Corporation, 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.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day of August, 2003.
Eric R. Lipke
STATE OF NEW YORK SS:
COUNTY OF
On the day of August in the year 2003, before me, the undersigned, a notary public in and for said state, personally appeared Eric R. Lipke, personally known to me or provided to me on the basis of satisfactory evidence to be the 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

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.