SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)
U	obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Estimated average burden hours per response: 0.5

1	ess of Reporting Per	rson [*]	2. Issuer Name and Ticker or Trading Symbol GIBRALTAR INDUSTRIES, INC. [ROCK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Murray Pau (Last) 3556 LAKE SI	(First) HORE ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2011	Director 10% Owner X Officer (give title below) Other (specify below) Senior Vice President					
P.O. BOX 202	8		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) BUFFALO	NY	14219-0228		Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							

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
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	01/03/2011		A		403(1)	A	\$13.95	5,764	D	
Restricted Stock Unit (LTIP 01/02/2008)	01/03/2011		D		651	D	\$13.95	651 ⁽²⁾	D	
Restricted Stock Unit (LTIP 01/03/2011 ⁽³⁾	01/03/2011		A		4,080	A	\$0	4,080	D	
Restricted Stock Unit (LTIP 01/04/2010)								3,719(4)	D	
Restricted Stock Unit (LTIP 01/05/2009)								2,541 ⁽⁵⁾	D	
Restricted Stock Unit (LTIP 04/27/2007)								505(6)	D	
Common Stock								1,534.84	I	Gibraltar Industries, Inc. 401(k) Savings Plan ⁽⁷⁾

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 Disp of (D	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate 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				
Option ⁽⁸⁾	\$21.33							04/06/2006	04/06/2015	Common Stock	0.0000		536	D	
Performance Units ⁽⁹⁾	(10)							(10)	(10)	Common Stock	45,000		45,000	D	
Restricted Stock Unit (MSPP Match) ⁽¹¹⁾	(12)							(12)	(12)	Common Stock	7,871.65		7,871.65	D	
Restricted Stock Unit (MSPP) ⁽¹³⁾	(14)							(14)	(14)	Common Stock	8,672.66		8,672.66	D	

Explanation of Responses:

1. Represents the conversion of restricted stock units awarded to the Reporting Person upon the vesting of such restricted stock units. The Company retained 248 of the 651 shares of common stock issuable to the Reporting Person in satisfaction of the Reporting Person's individual minimum statutory tax withholding obligation at a price per share determined as of the vesting date

2. Represents restricted stock units awarded as part of Company's Long Term Incentive Plan. Twenty-five percent (25%) of total units awarded vest and are payable solely in shares of common stock of the Company on each anniversary of the January 2, 2008 award date.

3. 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 January 3, 2011 and on each January 3rd thereafter through January 3, 2014.

4. 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 each anniversary of the January 4, 2010 award date.

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 each anniversary of the January 5, 2009 award date.

6. Represents restricted stock units awarded as part of the Company's Long Term Incentive Plan. Twenty-five percent (25%) of total units awarded vest and are payable, solely in shares of common stock of the Company, on each anniversary of the April 27, 2007 award date.

7. Represents the number of units held by the reporting person in the unitized stock fund of the Company's 401(k) Savings Plan. The unitized stock fund consists of stock of the Company and cash and other short term investments. The number of shares of stock represented by each unit fluctuates depending on the ratio of the number of shares of stock of the Company in the fund to other investments. The number of shares represented by each unit cannot be precisely determined.

8. Represents an option to purchase shares of common stock of the Company awarded to the Reporting Person pursuant to the Company's 2005 Equity Incentive Plan.

9. Represents Performance Units which will be awarded to the Reporting Person under the Company's Equity Stock Incentive Plan upon achievement of the targeted total shareholder return for each of three (3) consecutive calendar years. 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.

10. Performance Units are paid at the end of the three (3) consecutive calendar year performance period established under the award or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before the end of the three (3) consecutive calender year performance period for reasons other than death, disability or retirement. Performance Units are payable solely in cash in an amount equal to the ninety (90) day trailing average price of one (1) share of the Company's common stock determined as of the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the three (3) consecutive calendar year performance being the end of the the end of the three (3) cons

11. Represents restricted stock units allocated to the Reporting Person pursuant to the Company's Management Stock Purchase Plan to match restricted stock units allocated through deferral by Reporting Person of a portion of annual incentive compensation award.

12. Restricted stock units are forfeited if employment is terminated prior to age sixty (60). If employment continues through age sixty (60), restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning six (6) months following termination of employment. Each restricted stock unit is converted to cash in an amount equal to the fair market value (200 day rolling average) of one share of the Company's common stock on the date the Reporting Person's employment is terminated.

13. Represents restricted stock units allocated to Reporting Person pursuant to the Company's Management Stock Purchase Plan reflecting Reporting Person's deferral of a portion of his annual incentive compensation award.

14. Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning six (6) months following termination of employment. Each restricted stock unit is converted to cash in an amount equal to the fair market value (200 day rolling average) of one share of the Company's common stock on the date the Reporting Person's employment is terminated.

<u>/s/Paul J. Schulz, Attorney in</u> Fact for Paul Murray <u>01/05/2011</u>

Date

** Signature of Reporting Person

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.