

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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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

<p>1. Name and Address of Reporting Person*</p> <p><u>Heard Frank</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>3556 LAKE SHORE ROAD</p> <p>P.O. BOX 2028</p> <hr/> <p>(Street)</p> <p>BUFFALO NY 14219-0228</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>GIBRALTAR INDUSTRIES, INC. [ ROCK ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>12/29/2019</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>Vice Chairman of the Board</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/29/2019		A		10,000 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	110,518	D	
Restricted Stock Unit (LTIP 12/29/2014) <sup>(2)(3)</sup>	12/29/2019		D <sup>(2)</sup>		10,000 <sup>(4)</sup>	D	\$0 <sup>(4)</sup>	0	D	
Common Stock <sup>(1)(5)(6)(7)</sup>	12/29/2019		F		4,662 <sup>(5)</sup>	D	\$50.63 <sup>(5)</sup>	105,856	D	
Performance Stock Unit (February 2017)								9,217	D	
Performance Stock Unit (March 2018)								45,817	D	
Performance Stock Unit (March 2019)								39,448	D	
Restricted Stock Unit (LTIP 02/01/2016)								4,773	D	
Restricted Stock Unit (LTIP 02/01/2017)								8,363	D	
Restricted Stock Unit (LTIP 3/1/2018)								31,485	D	
Restricted Stock Unit (LTIP 3/1/2019)								34,517	D	
Restricted Stock Units (February 2017)								20,000	D	
Special Performance Stock Unit (February 2017)								20,000	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option (December 2015) <sup>(8)</sup>	\$25.44							12/31/2018 <sup>(9)</sup>	12/31/2025	Common Stock	25,000	25,000	D	
Option (February 2017) <sup>(10)</sup>	\$43.05							02/01/2020 <sup>(11)</sup>	02/01/2027	Common Stock	20,000	20,000	D	
Restricted Stock Unit (2018 MSPP Match) <sup>(12)</sup>	(13)							(13)	(13)	Common Stock	1,479.07	1,479.07	D	
Restricted Stock Unit (2018 MSPP) <sup>(14)</sup>	(15)							(15)	(15)	Common Stock	3,697.67	3,697.67	D	
Restricted Stock Unit (MSPP Match Post-2012) <sup>(16)(17)</sup>	(18)							(18)	(18)	Common Stock	96,908.41	96,908.41	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (MSPP Post-2012) <sup>(19)(20)</sup>	(21)							(21)	(21)	Common Stock	137,877.04		137,877.04	D	

**Explanation of Responses:**

- Represents the conversion of restricted stock units awarded as part of the Company's Long Term Incentive Plan into common stock upon vesting.
- Represents restricted stock units awarded as part of the Company's Long Term Incentive Plan. Twenty percent (20%) of the total units awarded vest and are payable, solely in shares of common stock of the Company, on December 29th, 2015 and on each December 29th thereafter through December 29th, 2019.
- Represents restricted stock units awarded as part of the Company's Long Term Incentive Plan. Twenty percent (20%) of the total units awarded vest and are payable, solely in shares of common stock of the Company, on December 29th, 2015 and on each December 29th thereafter through December 29th, 2019.
- Represents the conversion of restricted stock units to shares of common stock upon vesting of restricted stock units awarded as part of the Company's Long Term Incentive Plan. Twenty percent (20%) of the total units awarded vest and are payable, solely in shares of common stock of the Company on each anniversary of the December 29, 2014 award date.
- 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.
- Represents common stock retained by the Company upon conversion of restricted stock units issued to Reporting Person pursuant to the Company's Long Term Incentive plan into common stock for the purpose of satisfying Reporting Person's individual minimum statutory tax withholding.
- Represents shares of common stock acquired upon conversion of restricted stock units awarded to the Reporting Person pursuant to the Company's Long Term Incentive Plan into common stock.
- Options granted to Reporting Person provides Reporting Person the right to purchase up to 25,000 shares of common stock of the Registrant at the exercise price.
- The Reporting Person's right to purchase shares of common stock of the Registrant pursuant to the option is forfeited if the Reporting Person's employment with the Registrant is terminated for any reason other than death or disability prior to December 31, 2018.
- Options granted to Reporting Person provides Reporting Person the right to purchase up to 20,000 shares of common stock of the Registrant at the exercise price.
- The Reporting Person's right to purchase shares of common stock of the Registrant pursuant to the option is forfeited if the Reporting Person's employment with the Registrant is terminated for any reason other than death or disability prior to January 31, 2020.
- Represents matching restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of his annual base salary pursuant to the Company's 2018 Management Stock Purchase Plan.
- 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 (200 day rolling average) of one share of the Company's common stock on the date of termination of the Reporting Person's service as an officer of the Company.
- Represents restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of his annual base salary pursuant to the Company's 2018 Management Stock Purchase Plan.
- 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 (200 day rolling average) of one share of the Company's common stock on the date of termination of the Reporting Person's service as an officer of the Company.
- Represents matching restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his annual base salary pursuant to the Company's Management Stock Purchase Plan.
- Represents matching restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his annual cash incentive compensation pursuant to the Company's Management Stock Purchase Plan.
- Restricted stock units are forfeited if Reporting Person's service as an officer of the Company is terminated prior to age sixty (60). If service as an officer continues through age sixty (60), 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 (200 day rolling average) of one share of the Company's common stock on the date of termination of the Reporting Person's service as an officer of the Company.
- Represents restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his annual base salary pursuant to the Company's Management Stock Purchase Plan.
- Represents restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his annual cash incentive compensation pursuant to the Company's Management Stock Purchase Plan.
- 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 as an officer of the Company. 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 of termination of the Reporting Person's service as an officer of the Company.

/s/ Jeffrey J. Watorek, Attorney-  
in-Fact for Frank Heard 12/31/2019

\*\* 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 Jeffrey J. Watorek, Lori A. Rizzo, 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 24<sup>th</sup> day of October, 2019

/s/ Frank Heard

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Frank Heard

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.

\_\_\_\_\_  
Frank Heard

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 Frank Heard, 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.

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Notary Public