

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GIBRALTAR STEEL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

16-1445150
(I.R.S. Employer
Identification Number)

3556 Lake Shore Road
P.O. Box 2028
Buffalo, New York 14219-0228
(716) 826-6500
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Brian J. Lipke
Chairman of the Board and
Chief Executive Officer
Gibraltar Steel Corporation
3556 Lake Shore Road
P. O. Box 2028
Buffalo, New York 14219-0228
(716) 826-6500
(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Copies To:

Gerald S. Lippes, Esq.
Lippes, Silverstein, Mathias & Wexler LLP
700 Guaranty Building
28 Church Street
Buffalo, New York 14202-3950
(716) 853-5100

John W. White, Esq.
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in conjunction with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. No. 333-82770

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share /(1)/	Proposed Maximum Aggregate Offering Price /(1)/	Amount of Registration Fee /(2)/
Common Stock (\$.01 par value)	575,000 shares/(3)/	\$17.20	\$9,890,000	\$909.88

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c).
- (2) A filing fee in the amount of \$16,345 previously paid by the registrant with respect to Registration No. 333-65762 filed on July 24, 2001 is being used to off-set this fee.

(3) Includes up to 75,000 shares which may be issued upon exercise of the Underwriters' over-allotment option.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

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INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT

ON FORM S-3, REGISTRATION NUMBER 333-82770

We hereby incorporate by reference into this registration statement on Form S-3 in its entirety the registration statement on Form S-3, Registration Number 333-82770, declared effective on March 7, 2002 by the Securities and Exchange Commission, including each of the documents we filed with the Commission and incorporated or were deemed to be incorporated by reference therein and all exhibits thereto.

EXHIBITS

The following documents are filed as exhibits to this registration statement:

- * 5.1 Opinion of Lippes, Silverstein, Mathias & Wexler LLP.
- *23.1 Consent of Lippes, Silverstein, Mathias & Wexler LLP (contained in Exhibit 5.1 to this registration statement).
- *23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Power of Attorney (contained in Part II of this registration statement).

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* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buffalo, State of New York on March 8, 2002.

GIBRALTAR STEEL CORPORATION

/S/ BRIAN J. LIPKE
 By: _____
 Brian J. Lipke
 Chairman of the Board and
 Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian J. Lipke, Walter T. Erazmus and Neil E. Lipke, or either of them, as his attorney in fact, to sign any amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/S/ BRIAN J. LIPKE ----- Brian J. Lipke	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 8, 2002
/S/ WALTER T. ERAZMUS ----- Walter T. Erazmus	President	March 8, 2002
/S/ JOHN E. FLINT ----- John E. Flint	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 8, 2002
/S/ NEIL E. LIPKE ----- Neil E. Lipke	Director	March 8, 2002
/S/ GERALD S. LIPPES ----- Gerald S. Lippes	Director	March 8, 2002
/S/ ARTHUR A. RUSS, JR. ----- Arthur A. Russ, Jr.	Director	March 8, 2002
/S/ WILLIAM P. MONTAGUE ----- William P. Montague	Director	March 8, 2002
/S/ DAVID N. CAMPBELL ----- David N. Campbell	Director	March 8, 2002

_____, 2002

Gibraltar Steel Corporation
3556 Lake Shore Road
P.O. Box 2028
Buffalo, New York 14219-0228

Re: Gibraltar Steel Corporation
Registration Statement on Form S-3

Gentlemen:

We have acted as counsel for Gibraltar Steel Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing of a registration statement of the Corporation on Form S-3 (the "Registration Statement") under the Securities Act of 1933, as amended, relating to the proposed offering of up to 575,000 (the "Shares") of its common stock, par value \$.01 per share (including up to 75,000 which may be sold by the underwriters named therein pursuant to an over-allotment option).

In so acting, we have examined copies (certified or otherwise identified to our satisfaction) of the Registration Statement, and the Company's Certificate of Incorporation and By-Laws, as amended and restated through the date hereof such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the

authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares have been duly authorized, validly issued and are fully paid and non-assessable.

We hereby consent to the use of this letter as an exhibit to the Registration Statement and to any and all references to our firm in the Prospectus which is a part of the Registration Statement.

Very truly yours,

/s/ LIPPES, SILVERSTEIN, MATHIAS & WEXLER LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the inclusion and incorporation by reference in this Registration Statement on Form S-3 of our report dated January 24, 2001 (except as to Note 16, for which the date is September 28, 2001) relating to the consolidated financial statements, which appears in Gibraltar Steel Corporation's Annual Report on Form 10-K/A for the year ended December 31, 2000. We also consent to the references to us under the headings "Experts," "Summary Consolidated Financial Data" and "Selected Consolidated Financial Data" in such Registration Statement.

PricewaterhouseCoopers LLP

Buffalo, New York
March 8, 2002