

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0287  
Expires: January 31, 2005  
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Flint, John E.			Gibraltar Steel Corporation - Rock				<input type="radio"/> Director <input type="radio"/> 10% Owner <input checked="" type="radio"/> Officer <input type="radio"/> Other (specify below) (give title below)  <u>Vice President &amp; CFO</u>				
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)				
3556 Lake Shore Road			###-##-####		April 22, 2003						
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		<input checked="" type="radio"/> Form filed by One Reporting Person <input type="radio"/> Form filed by More than One Reporting Person				
Buffalo, New York 14219											
(City)	(State)	(Zip)	<b>Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price				
Common stock								2,000	D		
Common stock	(1)		B		2.07	A	(1)	947.67	I	(2)	

**FORM 4 (continued)**

**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 Underlying Securities (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 of Derivative Securities: 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 (right to buy)(3)	\$11.00			J				09/21/94	09/20/03	Common stock			5,000	D	
Option (right to buy)(3)	\$10.00			J				10/31/95	10/31/04	Common stock			2,500	D	
Option (right to buy)(3)	\$11.00			J				11/06/96	11/05/05	Common stock			2,500	D	
Option (right to buy)(3)	\$16.75			J				07/08/97	07/07/06	Common stock			5,000	D	
Option (right to buy)(3)	\$21.75			J				07/08/98	07/08/07	Common stock			2,500	D	
Option (right to buy)(3)	\$15.63			J				10/08/99	10/07/08	Common stock			2,500	D	
Option (right to buy)(3)	\$14.07			J				07/18/01	07/18/10	Common stock			2,500	D	

**Explanation of Responses:**

(1) Represents the net effect of shares purchased and sold from January 1, 2003 through March 31, 2003 pursuant to the Gibraltar Steel Corporation 401(k) Savings Plan at an average price of \$18.27 per share. The information reported herein is based on a Plan Statement dated April 10, 2003.

(2) Gibraltar Steel Corporation 401(k) Savings Plan.

(3) Grant to reporting person of option to purchase shares of common stock under the Gibraltar Steel Corporation Incentive Stock Option Plan. The options are exercisable at the rate of 25% per year.

/s/John E. Flint

April 22, 2003

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.