

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

1. Name and Address of Reporting Person* <u>RUSS ARTHUR A JR</u> _____ (Last) (First) (Middle) 3556 LAKE SHORE ROAD P.O. BOX 2028 _____ (Street) BUFFALO NY 14219-0228 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>GIBALTAR INDUSTRIES, INC. [ROCK]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Trustee		
			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2013					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								22,575	D	
Common Stock (Restricted)								7,053 ⁽¹⁾	D	
Common Stock								2,300	I	By Wife
Common Stock								28,267	I	Testamentary Trust ⁽²⁾

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) ⁽³⁾	(4)	12/31/2013		A		1,252.35 ⁽³⁾		(4)	(4)	Common Stock	1,252.35	\$15.97	3,654.27	D	
Restricted Stock Unit (MSPP Match Post-2012) ⁽⁵⁾	(6)							(6)	(6)	Common Stock	2,401.92		2,401.92	D	
Restricted Stock Unit (MSPP Match) ⁽⁷⁾	(8)							(8)	(8)	Common Stock	11,159.06		11,159.06	D	
Restricted Stock Unit (MSPP) ⁽⁹⁾	(10)							(10)	(10)	Common Stock	23,969.91		23,969.91	D	

Explanation of Responses:

- Restrictions on 2,000 shares of restricted stock lapse on the earliest to occur of (i) 6 months following the date the Reporting Person on longer serves on the Board of Directors; (ii) the date of the Reporting Person's death; (iii) the date the Reporting Person suffers from a disability; and/or (iv) the date a change in control of the Company occurs. Restrictions on the remaining 3,000 shares of restricted stock lapse on the earliest to occur of (a) any of the foregoing (i) through (iv) above; and/or (b) 3 years following the grant date, of which 1,000 were granted on May 16, 2008, 1,000 were granted on May 19, 2009 and 1,000 were granted on May 7, 2010.
- Represents shares of common stock held by a trust created under the Last Will and Testament of Kenneth E. Lipke for the benefit of Patricia K. Lipke, of which Reporting Person serves as one of three trustees and shares voting and investment power and as to which shares Reporting Person disclaims beneficial ownership.
- Represents restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his director fees 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 a director 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 a director of the Company.
- Represents matching restricted stock units allocated to the Reporting Person after 2012 pursuant to the Company's Management Stock Purchase Plan to reflect the Reporting Person's deferral of a portion of his annual director retainer fee.
- Restricted stock units are forfeited if Reporting Person's service as a member of the Company's Board of Directors is terminated prior to age sixty (60). If service as a member of the Company's Board of Directors 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 a director of the Company.
- Represents matching restricted stock units allocated to the Reporting Person prior to 2013 pursuant to the Company's Management Stock Purchase Plan equal in number to restricted stock units allocated to reflect the Reporting Person's deferral of a portion of his annual director retainer fee.
- Restricted stock units are forfeited if Reporting Person's service as a member of the Company's Board of Directors is terminated prior to age sixty (60). If service as a member of the Company's Board of Directors 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 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 a director of the Company.

9. Represents restricted stock units allocated to Reporting Person prior to 2013 pursuant to the Company's Management Stock Purchase Plan reflecting deferred annual director fees.

10. Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning six (6) months following termination of service as a member of the Company's Board of Directors. 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 a director of the Company.

Remarks:

russaav2.htm

/s/Paul J. Schulz, Attorney in
Fact for Arthur A. Russ, Jr.

01/03/2014

** 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.

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