SEC Form 4	
------------	--

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number:

OMB Number:	3235-0287	
Estimated average burden		
hours per response:	0.5	

Section obligati	this box if no lo 16. Form 4 or ons may contin tion 1(b).		STAT		1 pursua	F CHAN	n 16(a	a) of the Se	curitie	es Exchan	ge Act of 19		RSHI	Ρ	Estima	Number: ated ave per resp	rage burden onse:	3235-0287 0.5		
1. Name and Address of Reporting Person <sup>*</sup> <u>Murphy Timothy F.</u>					GIBRALTAR INDUSTRIES, INC. [ ROCK ] (Check									Relationship of Reporting Person(s) to Issuer leck all applicable) Director 10% Owner V Officer (give title Other (specify						
(Last)(First)(Middle)3556 LAKE SHORE ROADP. O. BOX 2028					3. Date of Earliest Transaction (Month/Day/Year) 03/05/2021									X below) below) Senior VP and CFO						
(Street) BUFFALO NY 14219-0228					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(S	itate)	(Zip)																	
		٦	Table I - Nor			Securities	s Ac	quired,	Disp	osed o	f, or Ber	nefici	ially C	wned						
1. Title of Security (Instr. 3)		2. Transa Date (Month/E		2A. Deemed Execution Date, if any (Month/Day/Year		Code (			ties Acquire d Of (D) (Ins			5. Amount of Securities Beneficially Following Reported		6. Own Form: I (D) or li (I) (Inst	Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
								Code	v	Amount	(A) o (D)	r Pi	ice	Transaction(s) (Instr. 3 and 4)				(		
Common	Stock													29,2	11		D			
Executive	Retiremen	t RSU												17,0	00		D			
Performa	nce Stock U	init (March 2019	))											11,725		D				
Performance Stock Unit (March 2021)		.)											5,110		D					
Performance Stock Unit (March 2020)												9,001		D						
Restricted	Restricted Stock Unit (LTIP 04/03/2017)		17)											669		D				
Restricted	Restricted Stock Unit (LTIP 3/1/2018)												1,316		D					
Restricted	stricted Stock Unit (LTIP 3/1/2019)												2,275		D					
Restricted	l Stock Unit	: (LTIP 3/1/2021	)											2,300		D				
Restricted	Restricted Stock Unit (LTIP 3/2/2020)		)											2,775		5 D				
Special P	Special Performance Stock Unit (March 2020)												9,000		D					
			Table II -			curities alls, warra								vned						
1. Title of	2.	3. Transaction	3A. Deemed	4.	115, 00	5. Number		6. Date Ex			7. Title and			8. Price of	9. Numb	er of	10.	11. Nature		
Conversion Date Security (Instr. 3) Price of Derivative Security Security		Execution Date if any (Month/Day/Yea	e, Trans Code	action (Instr.	Derivative		Expiration (Month/Da	n Date	•	Securities Unde Derivative Secu (Instr. 3 and 4)		lying	Derivative Security (Instr. 5)	derivativ Securitie Benefici Owned Followir Reporte Transac	ve es ially ng d	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	hip of Indirect Beneficial ) Ownership ct (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amou Numi Share	ber of		(Instr. 4)	1)				
Restricted Stock Unit (2018 MSPP Match) <sup>(1)</sup>	(2)	03/05/2021		A		1,536.7 <sup>(3)</sup>		(2)	T	(2)	Common Stock	1,5	36.7	\$0	7,002	2.56	D			
Restricted Stock Unit (2018 MSPP) <sup>(4)</sup>	(5)	03/05/2021		A		2,561.16 <sup>(6)</sup>		(5)		(5)	Common Stock	2,50	51.16	\$65.73	13,212.52		,212.52 D			
Option (April 2017) <sup>(7)</sup>	\$39.55							04/03/202	20 0	94/03/2027	Common Stock	5,	000		5,000		5,000		D	
Restricted Stock Unit (MSPP Match Post-2012) (8)	(9)							(9)		(9)	Common Stock	17,6	76.58		17,67	6.58	D			

Common Stock

Common Stock

Common Stock

3,208.76

26,097.47

8,056.93

3,208.76

26,097.47

8,056.93

D

D

D

(11)

(13)

(15)

(11)

(13)

(15)

Explanation of Responses:

(11)

(13)

(15)

Restricted Stock Unit (MSPP

Match)<sup>(10)</sup>

Restricted Stock Unit (MSPP Post-2012) (12)

Restricted Stock Unit

(MSPP)<sup>(14)</sup>

1. Represents matching restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of their annual base salary and annual cash incentive compensation pursuant to the Company's 2018 Management Stock Purchase Plan.

2. 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 of one share of the Company's common stock, as defined in the Company's 2018 Management Stock Purchase Plan, on the date of termination of the Reporting Person's service as an officer of the Company.

3. Represents matching restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of their annual cash incentive compensation pursuant to the Company's 2018 Management Stock Purchase Plan.

4. Represents restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of their annual base salary and annual cash incentive compensation pursuant to the Company's 2018 Management Stock Purchase Plan.

5. 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 of one share of the Company's common stock, as defined in the Company's 2018 Management Stock Purchase Plan, on the date of termination of the Reporting Person's service as an officer of the Company.

6. Represents restricted stock units allocated to the Reporting Person with respect to the Reporting Person's deferral of a portion of their annual cash incentive compensation pursuant to the Company's 2018 Management Stock Purchase Plan.

7. Options granted to Reporting Person which provide the Reporting Person with the right to purchase up to 5,000 shares of common stock of the Registrant at the exercise price.

8. Represents matching restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of their annual base salary and annual cash incentive compensation pursuant to the Company's Management Stock Purchase Plan.

9. 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.

10. 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 incentive compensation award.

11. 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.

12. Represents restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of their annual base salary and annual cash incentive compensation pursuant to the Company's Management Stock Purchase Plan.

13. 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.

14. Represents restricted stock units allocated to Reporting Person prior to 2013 pursuant to the Company's Management Stock Purchase Plan reflecting deferred annual incentive compensation awards.

15. Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning the first January 1 occurring 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/ Jeffrey J. Watorek, Attorney-</u> <u>in-Fact for Timothy F. Murphy</u> 03/09/2021

\*\* 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.