## GIBRALTAR INDUSTRIES, INC.

Form 4

February 17, 2017

					OMB AF	PPROVAL
FORM 4	UNITED STATES		IES AND EXCHANGE ( ngton, D.C. 20549	COMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNI SECURITIES			NERSHIP OF	Expires: Estimated a burden hou response	
Form 5 obligations may continue <i>See</i> Instruction 1(b).	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					
(Print or Type Resp	onses)					
1. Name and Address of Reporting Person * Syvrud Cherri		2. Issuer Name <b>and</b> Ticker or Trading Symbol GIBRALTAR INDUSTRIES, INC.		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (Middle)	[ROCK] 3. Date of Earliest Transaction (Month/Day/Year)		Director 10% Owner Officer (give title Other (specify		
3556 LAKESH 2028	ORE RD., P.O. BOX	02/15/2017		below) Senior	below) Vice Presiden	ıt
BUFFALO, NY	(Street) (**14219-0228**)	4. If Amendm Filed(Month/D	nent, Date Original Day/Year)	6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	erson
(City)	(State) (Zip)	Table I -	Non-Derivative Securities Acc		or Beneficial	ly Owned
1.Title of Security (Instr. 3)	any	Deemed cution Date, if onth/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Discretionary Restricted Stock Units (February 2017)			Code V Amount (D) Pri	(Instr. 3 and 4) 2,000	D	
Performance Stock Units (February 2017)				4,355	D	
Restricted Stock Unit				1,821	D	

(LTIP 6/10/2016)

Restricted Stock Units (LTIP

02/01/2017)

1,452 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Security or Exercise Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5)

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Date Expiration Exercisable Date

or Number of Shares

Amount

Code V (A) (D)

Performance

(1)

Units (2016) <u>(2)</u> 02/15/2017

2.935 A (3)

(2)

Performance (2) Stock Units

5,870

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Syvrud Cherri

3556 LAKESHORE RD. P.O. BOX 2028

Senior Vice President

BUFFALO, NY 14219-0228

**Signatures** 

/s/ Paul J. Schulz, Attorney in Fact for Cherri Syvrud

02/17/2017

\*\*Signature of Reporting Person

Date

Reporting Owners 2

## **Explanation of Responses:**

- \* 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).
- Represents Performance Units which will be awarded to the Reporting Person under the Company's Equity Incentive Plan upon achievement of the targeted return on invested capital for 2016. The maximum number of Performance Units which may be earned is two hundred percent (200%) of the Performance Units awarded for target level performance and the minimum number of Performance Units which may be earned is zero (0) Performance Units.
  - Performance Units vest and are paid at the end of the three (3) consecutive calendar year periods ending December 31, 2018 or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before December 31, 2018 for reasons
- (2) other than death, disability or retirement or by the Company without cause. Performance Units are payable solely in cash in an amount equal to the ninety (90) day trailing average price of one (1) share of the Company's common stock determined as of December 31, 2018, or if applicable, as of the Reporting Person's death, disability or retirement.
  - Represents an increase of the targeted number of Performance Units awarded to the Reporting Person on February 1, 2016 under the Company's 2015 Equity Incentive Plan as a result of the Company's achievement of a return on invested capital in excess of the targeted
- (3) return on invested capital for 2016. The Compensation Committee has reviewed and confirmed the Company's calculation of Return on Invested Capital for 2016 as compared to target and approved the resulting increase in the number of Performance Units, based on the Company's 2016 audited financial statements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.