

GIBALTAR INDUSTRIES, INC.

Form 4

February 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

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 *
Syvrud Cherri

2. Issuer Name and Ticker or Trading Symbol
GIBALTAR INDUSTRIES, INC.
[ROCK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3556 LAKESHORE RD., P.O. BOX 2028

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2017

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
Senior Vice President

BUFFALO, NY 14219-0228

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Discretionary Restricted Stock Units (February 2017) ⁽¹⁾	02/01/2017		A		2,000 ⁽¹⁾	A	\$ 0 2,000 D
Performance Stock Units (February 2017) ⁽²⁾	02/01/2017		A		4,355 ⁽²⁾	A	\$ 0 4,355 D
Restricted Stock Units	02/01/2017		A		1,452 ⁽³⁾	A	\$ 0 1,452 D

(LTIP
02/01/2017) ⁽³⁾Restricted
Stock Unit
(LTIP
6/10/2016)

1,821 D

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

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(9-02)**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 or Value of Derivative Security (Instr. 3)
PSU (2016)	⁽⁴⁾			Code V (A) (D)		Date Exercisable ⁽⁴⁾ Expiration Date ⁽⁴⁾	Performance Stock Units	Amount or Number of Shares 2,935

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Syvrud Cheri
3556 LAKESHORE RD.
P.O. BOX 2028
BUFFALO, NY 14219-0228

Senior Vice President

Signatures

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

02/03/2017

__Signature of Reporting Person

Date

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).

(1) Represents Discretionary Restricted Stock Units issued to Reporting Person. Discretionary Restricted Stock Units vest and are payable, solely in shares of common stock of the Company, at the end of three (3) consecutive calendar year periods beginning on February 1, 2017 ending on January 31, 2020 or, if earlier, upon death, disability or retirement. Restricted Stock Units are forfeited if employment is terminated before January 31, 2020 for reasons other than death, disability or retirement.

(2) 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 2017. 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.

(3) Represents restricted stock units awarded as part of the Company 's Long Term Incentive Plan. Twenty-five percent (25%) of the total units awarded vest and are payable, solely in shares of common stock of the Company, on February 1, 2018 and on each February 1st thereafter through February 1, 2021.

(4) 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 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.

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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