

Syvrud Cherri  
Form 4  
March 05, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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  
GIBRALTAR INDUSTRIES, INC.  
[ROCK]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director      \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)  
Senior Vice President

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

BUFFALO, NY 14219-0228

4. If Amendment, Date 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)      (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   |  |   |
| Common Stock                                       | 03/01/2019                           |  | A                              |   | 506 <sup>(1)</sup> A \$ 0 <sup>(1)</sup> 1,534  | D  |   |
| Common Stock                                       | 03/01/2019                           |  | F                              |   | 172 <sup>(2)</sup> D 40.56 <sup>(2)</sup> 1,362   | D  |   |
| Performance Stock Unit (March 2019) <sup>(3)</sup> | 03/01/2019                           |  | A                              |   | 7,150 <sup>(3)</sup> A \$ 0 7,150   | D  |   |
| Restricted   | 03/01/2019                           |  | A                              |   | 1,787 A \$ 0 1,787  | D  |   |

Edgar Filing: Syvrud Cherri - Form 4

|  |            |  |   |                    |   |                     |         |          |
|--|------------|--|---|--------------------|---|---------------------|---------|----------|
| Stock Unit<br>(LTIP<br>3/1/2019) <sup>(4)</sup>                  |            |  |   | <u>(4)</u>         |   |                     |         |          |
| Restricted<br>Stock Units<br>(LTIP<br>3/1/2018) <sup>(5)</sup>   | 03/01/2019 |  | D | 506 <sup>(6)</sup> | D | \$ 0 <sup>(6)</sup> | 1,518   | D        |
| Common<br>Stock  |            |  |   |                    |   |                     | 220,574 | I 401(k) |
| Discretionary<br>Restricted<br>Stock Units<br>(February<br>2017) |            |  |   |                    |   |                     | 2,000   | D        |
| Performance<br>Stock Units<br>(February<br>2017)                 |            |  |   |                    |   |                     | 1,350   | D        |
| Performance<br>Stock Units<br>(March 2018)                       |            |  |   |                    |   |                     | 7,732   | D        |
| Restricted<br>Stock Unit<br>(LTIP<br>6/10/2016)                  |            |  |   |                    |   |                     | 911     | D        |
| Restricted<br>Stock Units<br>(LTIP<br>02/01/2017)                |            |  |   |                    |   |                     | 726     | D        |

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

**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 control number.**

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 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|

Edgar Filing: Syvrud Cherri - Form 4

(Instr. 3,  
4, and 5)

| Restricted Stock Unit (MSPP Match Post-2012) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
|  |      |   |     |     | (7)              | (7)             | Common Stock | 2,184.03                   |
| (7)  |      |   |     |     | (7)              | (7)             | Common Stock | 2,184.03                   |
| Restricted Stock Unit (MSPP Post-2012)       |      |   |     |     | (8)              | (8)             | Common Stock | 2,184.03                   |
| (8)  |      |   |     |     | (8)              | (8)             | Common Stock | 2,184.03                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Syvrud Cherri<br>3556 LAKESHORE RD.<br>P.O. BOX 2028<br>BUFFALO, NY 14219-0228 |               |           | Senior Vice President |       |

## Signatures

/s/ Paul J. Schulz, Attorney in Fact for Cherri Syvrud 03/05/2019

\*\*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 the conversion of restricted stock units awarded as part of the Company's Long Term Incentive Plan into common stock upon vesting.
- (2) Represents common stock retained by the Company upon conversion of Reporting Person's restricted stock units into shares of common stock in satisfaction of the Reporting Person's individual minimum statutory withholding obligation.
- (3) 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 2019. 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.
- (4) 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 March 1st, 2020 and on each March 1st thereafter through March 1st, 2023.
- (5) 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 March 1, 2019 and on each March 1st thereafter through March 1, 2022.
- (6) Represents the conversion of restricted stock units to shares of common stock upon vesting of 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

## Edgar Filing: Syvrud Cherri - Form 4

common stock of the Company on each anniversary of the March 1, 2018 award date.

- (7) 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.

- (8) 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.

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.