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GIBRALTAR INDUSTRIES, INC. Form 4/A August 09, 2016 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SMITH KENNETH WALTER Issuer Symbol GIBRALTAR INDUSTRIES, INC. (Check all applicable) [ROCK] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 3556 LAKE SHORE ROAD, P.O. 06/30/2016 Senior VP & CFO **BOX 2028** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 07/05/2016 _ Form filed by More than One Reporting BUFFALO, NY 14219-0228 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) any Code Disposed of (D) Beneficially Form: Direct Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (D) or Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 52,764 D Stock Executive Retirement D 10,000 RSU Performance Stock Units 25,000 D (December 2015) Restricted 2,387 D

Stock Unit (LTIP 01/02/2013)		
Restricted Stock Unit (LTIP 01/02/2014)	4,581	D
Restricted Stock Unit (LTIP 01/02/2015)	8,147	D
Restricted Stock Unit (LTIP 02/01/2016)	8,825	D
Restricted Stock Unit (Retirement Supplement)	20,000	D
Restricted Stock Units (December 2015)	12,500	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.

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. Transacti Code (Instr. 8)	5. Number orDerivative Securities Acquired (or Dispose (D) (Instr. 3, 4, and 5)	e Expiration Date s (Month/Day/Year) (A) sed of		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numł Share
Restricted Stock Unit (MSPP Match Post-2012)	<u>(2)</u>	06/30/2016		A <u>(3)</u>	404.93		(2)	(2)	Common Stock	40

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(1)								
Restricted Stock Unit (MSPP Post-2012) (4)	(5)	06/30/2016	A <u>(3)</u>	809.86	(5)	<u>(5)</u>	Common Stock	80
Option (December 2015)	\$ 25.44				12/31/2018	12/31/2028	Common Stock	12
Performance Units (2016)	<u>(6)</u>				(6)	(6)	Common Stock	16
Performance Units 2015	<u>(7)</u>				(7)	(7)	Common Stock	51
Restricted Stock Unit (MSPP Match)	<u>(8)</u>				<u>(8)</u>	<u>(8)</u>	Common Stock	40,0
Restricted Stock Unit (MSPP)	<u>(9)</u>				<u>(9)</u>	<u>(9)</u>	Common Stock	49,8

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMITH KENNETH WALTER 3556 LAKE SHORE ROAD P.O. BOX 2028 BUFFALO, NY 14219-0228			Senior VP & CFO				
Signatures							
/s/ Paul J. Schulz, Attorney in F Smith	act for Ke	enneth W.	08/09/2016				

<u>**</u>Signature of Reporting Person 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 matching restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his base salary pursuant to the Company's Management Stock Purchase Plan.

Date

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,

(2) (5) of tel (10) consecutive, substantiary equal annual instantients, whenever 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.

- (3) Amendment filed to remove extraneous listings of balance holdings of securities beneficially owned by Reporting Person which were superseded by the reported transaction.
- (4) Represents restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his base salary 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

(5) 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.

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(6) other than death, disability or retirement or by the Company without cause. Performance Units are payable solely in cash in an amount

(6) 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.

Performance Units vest and are paid at the end of three (3) consecutive calendar year periods ending December 31, 2017 or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before December 31, 2017 for reasons

(7) 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, 2017, or if applicable, death, disability or retirement.

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.

Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning six (6) months(9) 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.

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.