

GIBALTAR INDUSTRIES, INC.

Form 4

February 18, 2016

FORM 4

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

OMB APPROVAL

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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 *
Murphy Timothy F.

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 LAKE SHORE ROAD, P.O. BOX 2028

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2016

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
VP, Treasurer and Secretary

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Discretionary Restricted Stock Unit (February 2016) ⁽¹⁾	02/17/2016		A		3,000 ⁽¹⁾ \$ 0 ⁽¹⁾	D	
Common Stock					9,095	D	
Executive Retirement RSU					17,000	D	

Restricted Stock Unit (LTIP 01/02/2013)	243	D
Restricted Stock Unit (LTIP 01/02/2014)	508	D
Restricted Stock Unit (LTIP 01/02/2015)	964	D
Restricted Stock Unit (LTIP 02/01/2016)	1,165	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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Performance Units 2015 ⁽²⁾	<u>(3)</u>	02/16/2016		A	8,300 <u>(4)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	8,300
Performance Units (2016)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	5,928
Restricted Stock Unit (MSPP Match Post-2012)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	4,421.
	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>		3,208.

Restricted Stock Unit (MSPP Match)				Common Stock	
Restricted Stock Unit (MSPP Post-2012)	(8)		(8)	Common Stock	7,564.
Restricted Stock Unit (MSPP)	(9)		(9)	Common Stock	8,056.
September 2006 Management Option	\$ 23.54		(10)	09/14/2016	Common Stock 3,000
September 2007 Management Option	\$ 18.78		(10)	09/14/2017	Common Stock 3,000
September 2008 Management Option	\$ 22.16		(10)	09/10/2018	Common Stock 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Timothy F. 3556 LAKE SHORE ROAD P.O. BOX 2028 BUFFALO, NY 14219-0228			VP, Treasurer and Secretary	

Signatures

/s/ Paul J. Schulz, Attorney in Fact for Timothy F. Murphy

02/18/2016

**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 17, 2016 ending on February 16, 2019 or, if earlier, upon death or disability. Restricted Stock Units are forfeited if employment is terminated before February 16, 2019 for reasons other than death or disability.

(2)

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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 2015. 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) 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 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.

- (4) Represents an increase of the targeted number of Performance Units awarded to the Reporting Person on January 2, 2015 under the Company's 2005 Equity Incentive Plan as a result of the Company's achievement of a return on invested capital in excess of the targeted return on invested capital for 2015. The Compensation Committee has reviewed and confirmed the Company's calculation of Return on Invested Capital for 2015 as compared to target and approved the resulting increase in the number of Performance Units, based on the Company's 2015 audited financial statements.

- (5) 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.

- (6) 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.

- (7) 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.

- (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.

- (9) 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.

- (10) Twenty-five percent (25%) of the total number of options granted vest and become exercisable on each anniversary grant date.

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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