

Syvrud Cherri
 Form 4/A
 April 05, 2019

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
 GIBRALTAR INDUSTRIES, INC.
 [ROCK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/31/2019

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

(Street)
 BUFFALO, NY 14219-0228

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/02/2019

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 1,362 | D | |
| Common Stock | | | | | 220.574 | I | 401(k) |
| Discretionary Restricted Stock Units (February 2017) | | | | | 2,000 | D | |
| Performance | | | | | 7,150 | D | |

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| | | |
|---|-------|---|
| Stock Unit (March 2019) | | |
| Performance Stock Units (February 2017) | 1,350 | D |
| Performance Stock Units (March 2018) | 7,732 | D |
| Restricted Stock Unit (LTIP 3/1/2019) | 1,787 | D |
| Restricted Stock Unit (LTIP 6/10/2016) | 911 | D |
| Restricted Stock Units (LTIP 02/01/2017) | 726 | D |
| Restricted Stock Units (LTIP 3/1/2018) | 1,518 | 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) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| | <u>(1)</u> | 03/31/2019 | | D | | <u>(1)</u> <u>(1)</u> | | |

| | | | | | | | | | |
|--|-----|--|--|--|------------|------------|------------|--------------|------------|
| Restricted Stock Unit (2018 MSPP) | | | | | 166.55 | | | Common Stock | 166.55 |
| | | | | | <u>(1)</u> | | | | <u>(1)</u> |
| Restricted Stock Unit (2018 MSPP Match) | (2) | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 66.62 |
| Restricted Stock Unit (MSPP Match Post-2012) | (3) | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 2,655.5 |
| Restricted Stock Unit (MSPP Post-2012) | (4) | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 2,655.5 |

Reporting Owners

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

Signatures

/s/ Paul J. Schulz, Attorney in Fact for Cherri Syvrud 04/05/2019

__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).
- Amendment filed to eliminate restricted stock units mistakenly reported as having been acquired in connection with Reporting Person's
- (1) deferral of a portion of her base salary. No restricted stock units were acquired in connection with Reporting Person's deferral of a portion of her base salary.
- Restricted stock units are forfeited if Reporting Person's service as an officer of the Company is terminated prior to the fifth (5th) anniversary of the Reporting Person's vesting commencement date. If service as an officer continues beyond the fifth (5th) anniversary of the Reporting Person's vesting commencement date, restricted stock units are payable solely in cash in one lump sum payment or in five
- (2) (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.
 - (3) 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

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(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.

- (4) 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.

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