

GIBRALTAR INDUSTRIES, INC.
Form DEFA14A
April 14, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

Gibraltar Industries, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Annual Meeting of Stockholders
To be Held May 5, 2011
PROXY CARD CORRECTION NEW PROXY CARD ENCLOSED**

April 14, 2011

Dear Stockholder:

You should have recently received a proxy card that accompanied the proxy statement dated April 4, 2011. We amended our bylaws in 2010 to provide that directors are elected by a majority of the votes cast at a meeting. The proxy card previously delivered to you was not properly formatted to reflect this change. Therefore, in order to properly reflect majority voting, we are requesting that you discard the previously delivered proxy card and use the enclosed proxy card to vote for this year's nominees and other proposals. When using the enclosed proxy card, abstentions are not considered votes cast for Proposal 1.

Even if you have already returned the previously delivered proxy card, please sign, date and return the enclosed proxy card in the envelope provided.

Thank you for your assistance and immediate attention to this matter.

Sincerely,

Timothy J. Heasley

Secretary

**PLEASE SIGN AND RETURN THE ENCLOSED PROXY CARD, EVEN IF YOU HAVE ALREADY
SIGNED AND RETURNED THE PREVIOUSLY DELIVERED PROXY CARD**

3556 Lake Shore Road, PO Box 2028, Buffalo, NY 14219

PROXY
GIBRALTAR INDUSTRIES, INC.
PROXY CARD FOR ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 5, 2011

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints BRIAN J. LIPKE, HENNING N. KORNBRERKE, AND KENNETH W. SMITH and each or any of them, attorneys and proxies, with the full power of substitution, to vote at the Annual Meeting of Stockholders of GIBRALTAR INDUSTRIES, INC. (the Company) to be held at the Gateway Building, 3556 Lake Shore Road, Buffalo, New York, on May 5, 2011 at 11:00 a.m., local time, and any adjournment(s) thereof revoking all previous proxies, with all powers the undersigned would possess if present, to act upon the following matters and upon such other business as may properly come before the meeting or any adjournment(s) thereof.

(Continued and to be signed on the reverse side.)

**ANNUAL MEETING OF STOCKHOLDERS OF
GIBRALTAR INDUSTRIES, INC.
May 5, 2011**

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Definitive Proxy Statement and Annual Report on
Form 10-K are available at www.proxydocs.com/rock

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

ê Please detach along perforated line and mail in the envelope provided. ê

Gibraltar Industries, Inc.

The Board of Directors recommends that you vote FOR the election of each nominee for Director in Proposal 1:

| | | | |
|------------------------|--|---------|---------|
| Proposal 1: | To elect 3 Class I Directors to the Board of Directors to serve for three years: | | |
| Nominees: | For | Against | Abstain |
| 1) Brian J. Lipke | o | o | o |
| 2) William P. Montague | o | o | o |
| 3) Arthur A. Russ, Jr. | o | o | o |

| | | | |
|---|-----|---------|---------|
| The Board of Directors recommends you vote FOR Proposal 2: | For | Against | Abstain |
| Proposal 2: Advisory vote on executive compensation (Say-on-Pay) | o | o | o |

| | | | | |
|--|--------|---------|---------|---------|
| The Board of Directors recommends you vote 1 YEAR for Proposal 3: | 1 Year | 2 Years | 3 Years | Abstain |
| Proposal 3: Timing of advisory vote on executive compensation (Say-When-on-Pay) | o | o | o | o |

| | | | |
|---|-----|---------|---------|
| The Board of Directors recommends you vote FOR Proposal 4: | For | Against | Abstain |
| Proposal 4: Approval of the material terms of the Management Incentive Compensation Plan | o | o | o |

| | | | |
|---|-----|---------|---------|
| The Board of Directors recommends you vote FOR Proposal 5: | For | Against | Abstain |
| Proposal 5: Approval of the material terms of the performance stock unit grant | o | o | o |

| | | | |
|--|-----|---------|---------|
| The Board of Directors recommends you vote FOR Proposal 6: | For | Against | Abstain |
| Proposal 6: Ratification of selection of Ernst & Young LLP as the independent registered public accounting firm | o | o | o |

NOTE: If no direction is indicated on your return card, this proxy will be voted FOR all nominees listed in Proposal 1, FOR Proposal 2, FOR the 1 Year option on Proposal 3, FOR Proposal 4, FOR Proposal 5, and FOR Proposal 6. Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee, or guardian, give full title as such. If signing on behalf of a corporation, sign the full corporate name by authorized officer. The signer hereby revokes all proxies heretofore given by the signer to vote at the 2011 Annual Meeting of Stockholders of Gibraltar Industries, Inc. and any adjournment or postponement thereof.

Signature (PLEASE SIGN WITHIN BOX) DATE

Signature (JOINT OWNER) DATE