

Watorek Jeffrey J.
Form 4
March 05, 2019

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 *
Watorek Jeffrey J.

2. Issuer Name and Ticker or Trading Symbol
GIBALTAR INDUSTRIES, INC.
[ROCK]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Treasurer, Secretary

(Last) (First) (Middle)
3556 LAKE SHORE ROAD, 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)
 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 | | 157 ⁽¹⁾ A \$ 0 ⁽¹⁾ 4,091 | D | |
| Common Stock | 03/01/2019 | | F | | \$ 62 ⁽²⁾ D 40.56 ⁽²⁾ 4,029 | D | |
| Performance Stock Unit (March 2019) ⁽³⁾ | 03/01/2019 | | A | | 3,254 ⁽³⁾ A \$ 0 3,254 | D | |
| Restricted | 03/01/2019 | | A | | 542 ⁽⁴⁾ A \$ 0 542 | D | |

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| | | | | | | | | | |
|--|------------|--|---|--------------------|---|---------------------|---------|---|------|
| Stock Unit (LTIP 3/1/2019) ⁽⁴⁾ | | | | | | | | | |
| Restricted Stock Units (LTIP 3/1/2018) ⁽⁵⁾ | 03/01/2019 | | D | 157 ⁽⁶⁾ | D | \$ 0 ⁽⁶⁾ | 473 | D | |
| Common Stock (401k) | | | | | | | 333.905 | I | 401k |
| Discretionary RSU (May 2017) | | | | | | | 2,000 | D | |
| Performance Stock Units (April 2017) | | | | | | | 627 | D | |
| Performance Stock Units (March 2018) | | | | | | | 3,608 | D | |
| RSU (LTIP 4/3/2017) | | | | | | | 380 | D | |
| RSU (LTIP 9/4/2015) | | | | | | | 309 | D | |
| RSU (LTIP 9/6/2016) | | | | | | | 284 | 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.

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(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. P Der Sec (Ins | |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | of Shares |
|----------------------------|---------|-----|------------|-----------------|--------------|
| Option (September 2010) | \$ 8.9 | (7) | 09/13/2020 | Common Stock | 2,000 |
| Option (September 2011) | \$ 9.74 | (7) | 09/13/2021 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Watorek Jeffrey J. 3556 LAKE SHORE ROAD P.O. BOX 2028 BUFFALO, NY 14219-0228 | | | VP, Treasurer, Secretary | |

Signatures

/s/ Paul J. Schulz, Attorney in Fact for Jeffrey J.
Watorek

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.
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.
- (3) 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.
- (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 1, 2019 and on each March 1st thereafter through March 1, 2022.
- (5) 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 common stock of the Company on each anniversary of the March 1, 2018 award date.
- (6) Twenty-five percent (25%) of the total number of options granted vest and become exercisable on each anniversary grant date.
- (7)

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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