

Watorek Jeffrey J.  
Form 4  
September 10, 2018

**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)

(Last) (First) (Middle)  
3556 LAKE SHORE ROAD, P.O. BOX 2028

3. Date of Earliest Transaction (Month/Day/Year)  
09/06/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP, Treasurer, Secretary

(Street)  
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 Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                    |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock <sup>(1)</sup>        | 09/06/2018                           |  | A                              |   | 142 <sup>(1)</sup> A \$ 0   | 3,255  | D  |
| Common Stock <sup>(2)</sup>        | 09/06/2018                           |  | F                              |   | 49 <sup>(2)</sup> D \$ 45.05  | 3,206  | D  |
| RSU (LTIP 9/6/2016) <sup>(3)</sup> | 09/06/2018                           |  | D                              |   | 142 <sup>(3)</sup> D \$ 0   | 284  | D  |
| Common Stock (401k)                |                                      |  |                                |   |   | 333.905  | I 401k                                     |
| Discretionary RSU (Feb)            |                                      |  |                                |   |   | 1,200  | D  |

|   |       |   |
|---|-------|---|
| 2016)   |       |   |
| Discretionary<br>RSU (May<br>2017)              | 2,000 | D |
| Performance<br>Stock Units<br>(April 2017)      | 627   | D |
| Performance<br>Stock Units<br>(March 2018)      | 3,778 | D |
| Restricted<br>Stock Units<br>(LTIP<br>3/1/2018) | 630   | D |
| RSU (LTIP<br>4/3/2017)                          | 380   | D |
| RSU (LTIP<br>9/4/2015)                          | 309   | 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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. P<br>Der<br>Sec<br>(Ins |  |
|---|---|---|---|---|---|--|---|----------------------------|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Option<br>(September<br>2009)                       | \$ 13.72  |   |   |   |   | (4)  | 09/14/2019  | Common<br>Stock            | 2,000                                  |
| Option  | \$ 8.9  |   |   |   |   | (4)  | 09/13/2020  | Common                     | 2,000                                  |

(September  
2010)

Stock

Option

(September \$ 9.74  
2011)(4)

09/13/2021

Common  
Stock 2,500

## Reporting Owners

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

## Signatures

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

09/10/2018

\*\*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.
- (3) 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 September 6, 2016 award date.
- (4) 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. 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.