

GIBALTAR INDUSTRIES, INC.

Form 4

January 05, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2016

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

(Street)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock | 01/02/2016 | | A | 140 ⁽¹⁾ A | \$ 0 ⁽¹⁾ 8,608 | D | |
| Common Stock | 01/02/2016 | | D | 103 ⁽²⁾ D | \$ 25.44 ⁽²⁾ 8,505 | D | |
| Common Stock | 01/02/2016 | | A | 146 ⁽¹⁾ A | \$ 0 ⁽¹⁾ 8,651 | D | |
| Common Stock | 01/02/2016 | | D | 108 ⁽²⁾ D | \$ 25.44 ⁽²⁾ 8,543 | D | |

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| | | | | | | | |
|-----------------------------------------|------------|---|----------------|---|------------------------|----------------|---|
| Common Stock | 01/02/2016 | A | 185 <u>(1)</u> | A | \$ 0 <u>(1)</u> | 8,728 | D |
| Common Stock | 01/02/2016 | D | 136 <u>(2)</u> | D | \$ 25.44 <u>(2)</u> | 8,592 | D |
| Restricted Stock Unit (LTIP 01/02/2013) | 01/02/2016 | D | 243 <u>(3)</u> | D | \$ 0 <u>(3)</u> | 243 <u>(4)</u> | D |
| Restricted Stock Unit (LTIP 01/02/2014) | 01/02/2016 | D | 254 <u>(5)</u> | D | \$ 0 <u>(5)</u> | 508 <u>(6)</u> | D |
| Restricted Stock Unit (LTIP 01/02/2015) | 01/02/2016 | D | 321 <u>(7)</u> | D | \$ 0 <u>(7)</u> | 964 <u>(8)</u> | D |
| Common Stock | 01/03/2016 | A | 156 <u>(1)</u> | A | \$ 0 <u>(1)</u> | 8,748 | D |
| Common Stock | 01/03/2016 | D | 115 <u>(2)</u> | D | \$ 25.44 <u>(2)</u> | 8,633 | D |
| Restricted Stock Unit (LTIP 01/03/2012) | 01/03/2016 | D | 271 <u>(9)</u> | D | \$ 0 <u>(9)</u> | 0 <u>(10)</u> | D |
| Common Stock | | | | | | 8,468 | D |
| Executive Retirement RSU | | | | | | 17,000 | D |
| Restricted Stock Unit (LTIP 01/02/2013) | | | | | | 486 | D |
| Restricted Stock Unit (LTIP 01/02/2014) | | | | | | 762 | D |
| Restricted Stock Unit (LTIP 01/02/2015) | | | | | | 1,285 | D |
| | | | | | | 271 | D |

Restricted
Stock Unit
(LTIP
01/03/2012)

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 or Number of Shares |
| Performance Units 2013 <u>(11)</u> | <u>(12)</u> | | | | | <u>(12)</u> <u>(12)</u> | Common Stock 3,398 |
| Performance Units 2015 <u>(13)</u> | <u>(14)</u> | | | | | <u>(14)</u> <u>(14)</u> | Common Stock 8,300 |
| Restricted Stock Unit (MSPP Match Post-2012) <u>(15)</u> | <u>(16)</u> | | | | | <u>(16)</u> <u>(16)</u> | Common Stock 4,421.14 |
| Restricted Stock Unit (MSPP Match) <u>(17)</u> | <u>(18)</u> | | | | | <u>(18)</u> <u>(18)</u> | Common Stock 3,208.76 |
| Restricted Stock Unit (MSPP Post-2012) <u>(19)</u> | <u>(20)</u> | | | | | <u>(20)</u> <u>(20)</u> | Common Stock 7,564.64 |

| | | | | | |
|----------------------------------------------------|-------------|-------------|-------------|-----------------|----------|
| Restricted Stock Unit (MSPP) ⁽²¹⁾ | <u>(22)</u> | <u>(22)</u> | <u>(22)</u> | Common Stock | 8,056.93 |
| September 2006 Management Option | \$ 23.54 | <u>(23)</u> | 09/14/2016 | Common Stock | 3,000 |
| September 2007 Management Option | \$ 18.78 | <u>(23)</u> | 09/14/2017 | Common Stock | 3,000 |
| September 2008 Management Option | \$ 22.16 | <u>(23)</u> | 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

01/05/2016

 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 net shares of common stock acquired upon 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 January 2, 2013 award date.
- (4) Represents remaining restricted stock units awarded on January 2, 2013 as part of the Company 's Long Term Incentive Plan. Twenty-five (25%) of the total units awarded vest and are payable, solely in shares of the Company on each anniversary of the January 2, 2013 award date.
- (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 January 2, 2014 award date.

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- Represents remaining restricted stock units awarded on January 2, 2014 as part of the Company's Long Term Incentive Plan.
- (6) Twenty-five percent (25%) of the total units awarded vest and are payable, solely in shares of the Company on each anniversary of the January 2, 2014 award date.
- 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 January 2, 2015 award date.
- (7)
- Represents remaining restricted stock units awarded on January 2, 2015 as part of the Company's Long Term Incentive Plan.
- (8) Twenty-five (25%) of the total units awarded vest and are payable, solely in shares of the Company on each anniversary of the January 2, 2015 award date.
- 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 January 3, 2012 award date.
- (9)
- Represents remaining restricted stock units awarded on January 3, 2012 as part of the Company's Long Term Incentive Plan.
- (10) Twenty-five (25%) of the total units awarded vest and are payable, solely in shares of the Company on each anniversary of the January 3, 2012 award date.
- 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 2013. 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.
- (11)
- Performance Units vest and are paid at the end of three (3) consecutive calendar year periods ending December 31, 2015 or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before December 31, 2015 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, 2015, or if applicable, death, disability or retirement.
- (12)
- 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.
- (13)
- 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.
- (14)
- Represents matching restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his base salary pursuant to the Company's Management Stock Purchase Plan.
- (15)
- 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.
- (16)
- Represents matching restricted stock units allocated to the Reporting Person prior to 2013 pursuant to the Company's Management Stock Purchase Plan equal in number to restricted stock units allocated to reflect the Reporting Person's deferral of a portion of his annual incentive compensation award.
- (17)
- Restricted stock units are forfeited if Reporting Person's service as a director of the Company is terminated prior to age sixty (60). If service as a director continues through age sixty (60), restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments, beginning in January of the year in which termination of service occurs. 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 a director of the Company.
- (18)
- Represents restricted stock units allocated to the Reporting Person after 2012 with respect to the Reporting Person's deferral of a portion of his base salary pursuant to the Company's Management Stock Purchase Plan.
- (19)
- 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
- (20)

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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.

- (21) Represents restricted stock units allocated to Reporting Person prior to 2013 pursuant to the Company's Management Stock Purchase Plan reflecting deferred annual incentive compensation awards.
- Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning six (6) months
- (22) 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.
- (23) 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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