

GIBALTAR INDUSTRIES, INC.

Form 5

March 17, 2016

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
RUSS ARTHUR A JR

(Last) (First) (Middle)

3556 LAKE SHORE ROAD, P.O.
BOX 2028

(Street)

2. Issuer Name and Ticker or Trading
Symbol
GIBALTAR INDUSTRIES, INC.
[ROCK]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20165. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BUFFALO, NY 14219-0228

☒ 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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|------------------|-------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 13,783 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,300 | I | By Wife |
| Common Stock | Â | Â | Â | Â | Â | Â | 28,267 | I | Testamentary Trust |
| | Â | Â | Â | Â | Â | Â | 28,267 | I | Trust |

Common
StockCommon
Stock
(Restricted)

^

^

^

^

^

^

9,156

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 2270
(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) |
|----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit (MSPP Match Post-2012) | ^ | ^ | ^ | ^ | ^ ^ | ^ (1) ^ (1) | Common Stock 5,087.03 |
| Restricted Stock Unit (MSPP Match) | ^ | ^ | ^ | ^ | ^ ^ | ^ (2) ^ (2) | Common Stock 11,159.06 |
| Restricted Stock Unit (MSPP Post-2012) | ^ | ^ | ^ | ^ | ^ ^ | ^ (3) ^ (3) | Common Stock 8,906.34 |
| Restricted Stock Unit (MSPP) | ^ | ^ | ^ | ^ | ^ ^ | ^ (4) ^ (4) | Common Stock 23,969.91 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
^ ^ ^ ^

RUSS ARTHUR A JR
3556 LAKE SHORE ROAD
P.O. BOX 2028
BUFFALO, NY 14219-0228

Signatures

/s/Paul J. Schulz, Attorney in Fact for Arthur A.
Russ, Jr.

03/17/2016

__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) 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 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 a director of the Company.

(2) 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.

(3) 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 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 a member of the Company's Board of Directors. 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.

(4) Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning in January of the year following the year in which termination of service as a member of the Company's Board of Directors 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.