

Murphy Timothy F.  
Form 4  
February 20, 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 \*  
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)  
02/17/2019

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Senior VP and CFO

(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)
			Code	V	Amount or Price		
Common Stock	02/17/2019		A		3,000 (1)	A	\$ 0 (1) 13,882 D
Common Stock	02/17/2019		F		1,470 (2)	D	\$ 38.53 (2) 12,412 D
Discretionary Restricted Stock Unit (February 2016) (3)	02/17/2019		D		3,000 (4)	D	\$ 0 (4) 0 D

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Executive Retirement RSU	17,000	D
Performance Stock Unit (April 2017)	1,005	D
Performance Stock Unit (February 2017)	1,102	D
Performance Stock Units (March 2018)	11,694	D
Restricted Stock Unit (02/01/2017)	296	D
Restricted Stock Unit (LTIP 02/01/2016)	292	D
Restricted Stock Unit (LTIP 04/03/2017)	2,006	D
Restricted Stock Unit (LTIP 3/1/2018)	5,262	D
Special Performance Units (April 2017)	5,000	D
Special Restricted Stock Units (April 2017)	5,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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
Option (April 2017)	\$ 39.55					04/03/2020	04/03/2027	Common Stock	5,000
Restricted Stock Unit (MSPP Match Post-2012)	(5)					(5)	(5)	Common Stock	14,124.11
Restricted Stock Unit (MSPP Match)	(6)					(6)	(6)	Common Stock	3,208.76
Restricted Stock Unit (MSPP Post-2012)	(7)					(7)	(7)	Common Stock	21,360.84
Restricted Stock Unit (MSPP)	(8)					(8)	(8)	Common Stock	8,056.93

## 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			Senior VP and CFO	

## Signatures

/s/ Paul J. Schulz, Attorney in Fact for Timothy F. Murphy 02/20/2019

\_\_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 discretionary restricted stock units into common stock upon vesting.
- (2) Represents common stock retained by the Company upon conversion of Reporting Person's discretionary restricted stock units into shares of common stock in satisfaction of the Reporting Person's individual minimum statutory withholding obligation.

(3) Represents Discretionary Restricted Stock Units issued to Reporting Person. Discretionary Restricted Stock Units vest and are payable, solely in shares of common stock of the Company, at the end of three (3) consecutive calendar year periods beginning on February 17, 2016 ending on February 16, 2019 or, if earlier, upon death or disability. Restricted Stock Units are forfeited if employment is terminated before February 16, 2019 for reasons other than death or disability.

(4) Represents conversion of discretionary restricted stock units awarded to Reporting Person. One Hundred percent (100%) of the total units awarded vest and are payable, solely in shares of common stock of the Company on the third anniversary of the February 17, 2016 award date.

(5) 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.

(6) Restricted stock units are forfeited if employment is terminated prior to age sixty (60). If employment continues through age sixty (60), restricted stock units are payable solely in cash in five (5) consecutive substantially equal annual installments beginning six (6) months 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.

(7) 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 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.

(8) Restricted stock units are payable solely in cash in five (5) consecutive, substantially equal annual installments beginning six (6) months 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.

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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