

Syvrud Cherri
Form 5
February 14, 2019

FORM 5

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).
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: 3235-0362
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2005
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1. Name and Address of Reporting Person *
Syvrud Cherri

(Last) (First) (Middle)

3556 LAKESHORE RD., P.O.
BOX 2028

(Street)

BUFFALO, NY 14219-0228

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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	1,028	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	43.754 ⁽¹⁾	I	401(k)
Common Stock	Â	Â	Â	Â	Â	Â	127.348 ⁽²⁾	I	401(k)
Common	Â	Â	Â	Â	Â	Â	220.574 ⁽³⁾	I	401(k)

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Stock

Discretionary
Restricted
Stock Units
(February
2017)

Â Â Â Â Â Â 2,000 D Â

Performance
Stock Units
(February
2017)

Â Â Â Â Â Â 1,350 D Â

Performance
Stock Units
(March 2018)

Â Â Â Â Â Â 8,096 D Â

Restricted
Stock Unit
(LTIP
6/10/2016)

Â Â Â Â Â Â 911 D Â

Restricted
Stock Units
(LTIP
02/01/2017)

Â Â Â Â Â Â 726 D Â

Restricted
Stock Units
(LTIP
3/1/2018)

Â Â Â Â Â Â 2,024 D Â

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

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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)	8. D S (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	Â	Â	Â	Â	Â Â	Â (4) Â (4)	Common Stock	2,184.03

(MSPP
Match
Post-2012)

Restricted
Stock Unit
(MSPP
Post-2012)

Â Â Â Â Â Â Â (5) Â (5) Common Stock 2,184.03

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Syvrud Cherri 3556 LAKESHORE RD. P.O. BOX 2028 BUFFALO, NY 14219-0228	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Paul J. Schulz, Attorney in Fact for Cherri
Syvrud

02/14/2019

__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 total shares of common stock of the Company indirectly held by Reporting Person through her 401(k) plan as of December 31, 2016. Reporting Person's 401(k) plan purchased 43.7594 shares of common stock of the Company in the calendar year of 2016. Through inadvertence, shares of common stock acquired by the 401(k) plan for the Reporting Person were not previously reported on a Form 5.

(2) Represents total shares of common stock of the Company indirectly held by Reporting Person through her 401(k) plan as of December 31, 2017. Reporting Person's 401(k) plan purchased 83.594 shares of common stock of the Company in the calendar year of 2017. Through inadvertence, shares of common stock acquired by the 401(k) plan for the Reporting Person were not previously reported on a Form 5.

(3) Represents total shares of common stock of the Company indirectly held by Reporting Person through her 401(k) plan as of December 31, 2018. Reporting Person's 401(k) plan purchased 93.226 shares of common stock of the Company in the calendar year of 2018.

(4) 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.

(5) 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.

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.