

Watorek Jeffrey J.
Form 5
February 14, 2018

FORM 5

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).
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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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

3556 LAKE SHORE ROAD, P.O. BOX 2028

(Street)

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock (401k) | 06/19/2017 ⁽¹⁾ | Â | P | 3,498 ⁽¹⁾ A \$ 34.797 ⁽²⁾ | 362.928 | I | 401k |
| Common Stock (401k) | 06/30/2017 | Â | S | 69,603 ⁽³⁾ D \$ 35.57 | 293.325 | I | 401k |
| Common Stock (401k) | 07/05/2017 | Â | P | 0,471 ⁽⁴⁾ A \$ 35.92 | 293.796 | I | 401k |

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| | | | | | | | | | |
|------------------------------|------------|---|---|----------------------|---|----------|---------|---|------|
| Common Stock (401k) | 07/06/2017 | Â | P | <u>0.117</u> (5) | D | \$ 35.9 | 293.679 | I | 401k |
| Common Stock (401k) | 07/17/2017 | Â | P | <u>0.501</u> (4) | A | \$ 33.77 | 294.18 | I | 401k |
| Common Stock (401k) | 07/31/2017 | Â | P | <u>0.565</u> (4) | A | \$ 29.95 | 294.745 | I | 401k |
| Common Stock (401k) | 08/14/2017 | Â | P | <u>0.067</u> (6) | A | \$ 28.81 | 294.812 | I | 401k |
| Common Stock (401k) | 08/14/2017 | Â | P | <u>0.234</u> (6) | A | \$ 28.97 | 295.046 | I | 401k |
| Common Stock (401k) | 08/14/2017 | Â | P | <u>0.585</u> (4) | A | \$ 28.92 | 295.631 | I | 401k |
| Common Stock (401k) | 08/28/2017 | Â | P | <u>0.241</u> (6) | A | \$ 28.17 | 295.872 | I | 401k |
| Common Stock (401k) | 08/28/2017 | Â | P | <u>0.068</u> (6) | A | \$ 28.09 | 295.94 | I | 401k |
| Common Stock (401k) | 08/28/2017 | Â | P | <u>0.598</u> (4) | A | \$ 28.29 | 296.538 | I | 401k |
| Common Stock (401k) | 09/01/2017 | Â | P | <u>33.519</u> (6) | A | \$ 29.43 | 330.057 | I | 401k |
| Common Stock (401k) | 09/01/2017 | Â | P | <u>0.064</u> (6) | A | \$ 29.69 | 330.121 | I | 401k |
| Common Stock (401k) | 09/11/2017 | Â | P | <u>0.586</u> (4) | A | \$ 28.87 | 330.707 | I | 401k |
| Common Stock (401k) | 09/25/2017 | Â | P | <u>0.571</u> (4) | A | \$ 29.63 | 331.278 | I | 401k |
| Common Stock (401k) | 10/10/2017 | Â | P | <u>0.53</u> (4) | A | \$ 31.92 | 331.808 | I | 401k |
| Common Stock (401k) | 10/23/2017 | Â | P | <u>0.517</u> (4) | A | \$ 32.73 | 332.325 | I | 401k |
| Common Stock (401k) | 11/06/2017 | Â | P | <u>0.511</u> (4) | A | \$ 33.11 | 332.836 | I | 401k |
| Common Stock (401k) | 11/20/2017 | Â | P | <u>0.531</u> (4) | A | \$ 31.86 | 333.367 | I | 401k |
| Common Stock (401k) | 12/04/2017 | Â | P | <u>0.538</u> (4) | A | \$ 31.45 | 333.905 | I | 401k |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,632 | D | Â |
| Discretionary RSU (Feb 2016) | Â | Â | Â | Â | Â | Â | 1,200 | D | Â |

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| | | | | | | | | | |
|--|---|---|---|---|---|---|-------|---|---|
| Discretionary RSU (May 2017) | Â | Â | Â | Â | Â | Â | 2,000 | D | Â |
| Performance Stock Units (April 2017) | Â | Â | Â | Â | Â | Â | 2,023 | D | Â |
| RSU (LTIP 4/3/2017) | Â | Â | Â | Â | Â | Â | 506 | D | Â |
| RSU (LTIP 9/4/2014) | Â | Â | Â | Â | Â | Â | 299 | D | Â |
| RSU (LTIP 9/4/2015) | Â | Â | Â | Â | Â | Â | 618 | D | Â |
| RSU (LTIP 9/6/2016) | Â | Â | Â | Â | Â | Â | 426 | D | Â |

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.

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(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 |
| Option (September 2008) | \$ 22.16 | Â | Â | Â | Â | Â | Â (7) | 09/09/2018 | Common Stock | 1,000 |
| Option (September 2009) | \$ 13.72 | Â | Â | Â | Â | Â | Â (7) | 09/14/2019 | Common Stock | 2,000 |
| Option (September 2010) | \$ 8.9 | Â | Â | Â | Â | Â | Â (7) | 09/13/2020 | Common Stock | 2,000 |
| Option (September | \$ 9.74 | Â | Â | Â | Â | Â | Â (7) | 09/13/2021 | Common Stock | 2,500 |

2011)

Reporting Owners

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

Signatures

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

02/13/2018

**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).

- Reflects shares of common stock of the Company acquired under the terms of the Company's 401(k) Plan through ordinary course
- (1) deferrals of compensation by the Reporting Person together with matching Company purchases of common stock of the Company, all in accordance with the terms of the Company's 401(k) Plan during the period April 1, 2017 through June 30, 2017.
- Reflects average purchase price for shares of common stock of the Company acquired under the terms of the Company's 401(k) Plan
- (2) through ordinary course deferrals of compensation by the Reporting Person together with matching Company purchases of common stock of the Company, all in accordance with the terms of the Company's 401(k) Plan during the period April 1, 2017 through June 30, 2017.
- Reflects a sale of shares of common stock held for the benefit of the Reporting Person under the terms of the Company's 401(k) Plan in connection with a plan loan extended by the 401(k) Plan to the Reporting Person. The sale of shares by the Company's 401(k) Plan was
- (3) the result of inadvertent administrative error. There were no short swing profits realized by the Reporting Person as a result of purchases of common stock of the Company made for the benefit of the Reporting Person during the six month period preceding the sale of shares of the Company's common stock in connection with the loan made by the Company's 401(k) Plan.
- Reflects shares of common stock of the Company acquired under the terms of the Company's 401(k) Plan through ordinary course deferrals of compensation by the Reporting Person together with matching Company purchases of common stock of the Company, all in
- (4) accordance with the terms of the Company's 401(k) Plan. Short swing profits in the amount of \$245.48 realized by the Reporting Person in connection with all 401(k) Plan purchases made on behalf of the Reporting Person during the six month period following the sale of shares of common stock of the Company in connection with the 401(k) Plan loan have been disgorged to the Company.
- Reflects a sale of shares of common stock held for the benefit of the Reporting Person under the terms of the Company's 401(k) Plan in connection with the recovery of the 401(k) plan loan set up fee from the Reporting Person's account under the Company's 401(k) Plan.
- (5) The sale of shares by the Company's 401(k) Plan was the result of inadvertent administrative error. There were no short swing profits realized by the Reporting Person as a result of purchases of common stock of the Company made for the benefit of the Reporting Person under the Company's 401(k) Plan during the six month period preceding the sale of shares of the Company's common stock in connection with the recovery of the 401(k) plan loan set up fee from the Reporting Person's account under the terms of the Company's 401(k) Plan.
- Reflects shares of common stock of the Company acquired under the terms of the Company's 401(k) Plan in connection with the Reporting Person's repayment of the loan from the Company's 401(k) Plan. Short swing profits in the amount of \$245.48 realized by the
- (6) Reporting Person in connection with all 401(k) Plan purchases made on behalf of the Reporting Person during the six month period following the sale of shares of common stock of the Company in connection with the 401(k) Plan loan have been disgorged to the Company.
- (7) 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 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.