

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>LIPKE BRIAN J</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>GIBRALTAR INDUSTRIES, INC. [ROCK]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2013</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 75 ELMVIEW AVENUE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>HAMBURG NY 14075</u> | | | | | | | | |
| (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 | (A) or (D) | Price | | | |
| Common Stock | 01/03/2013 | | A | | 15,412 ⁽¹⁾ | A | \$16.17 | 207,447 | D | |
| Common Stock | 01/03/2013 | | D | | 6,050 ⁽²⁾ | D | \$16.17 | 201,397 | D | |
| Restricted Stock Unit (LTIP 01/03/2011) | 01/03/2013 | | D | | 15,412 ⁽³⁾ | D | \$16.17 | 30,826 ⁽⁴⁾ | D | |
| Restricted Stock Unit (LTIP 01/05/2009) | | | | | | | | 16,452 ⁽⁵⁾ | D | |
| Restricted Stock Unit (Retirement Supplement) | | | | | | | | 150,000 ⁽⁶⁾ | D | |
| Common Stock | | | | | | | | 896,040 | I | Bonneville Trust ⁽⁷⁾ |
| Common Stock | | | | | | | | 10,800 | I | By Children ⁽⁸⁾ |
| Common Stock | | | | | | | | 9,407 | I | Carlisle Lipke-Ricci Trust ⁽⁹⁾ |
| Common Stock | | | | | | | | 8,909 | I | Elissa Kristina Lipke Trust ⁽¹⁰⁾ |
| Common Stock | | | | | | | | 1,275 | I | Eric R. Lipke C/F Elissa Lipke UTMA ⁽¹¹⁾ |
| Common Stock | | | | | | | | 1,275 | I | Eric R. Lipke C/F Katherine V. Lipke UTMA ⁽¹¹⁾ |
| Common Stock | | | | | | | | 5,235.47 | I | Gibraltar Industries, Inc. 401(k) Savings Plan ⁽¹²⁾ |
| Common Stock | | | | | | | | 2,077 | I | Jonathan Solomon UGMANY Trust ⁽¹³⁾ |
| Common Stock | | | | | | | | 10,507 | I | Katherine Victoria Lipke Trust ⁽¹⁴⁾ |

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 | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 5,220 | I | Katherine Victoria Lipke UGMANY Trust ⁽¹⁵⁾ |
| Common Stock | | | | | | | | 91,320 | I | Ken Lipke Trust No. 2 (BJL subtrust) ⁽¹⁶⁾ |
| Common Stock | | | | | | | | 45,000 | I | Ken Lipke Trust No. 2 (MAL subtrust) ⁽¹⁷⁾ |
| Common Stock | | | | | | | | 2,100 | I | Minor Children ⁽¹⁸⁾ |
| Common Stock | | | | | | | | 146,900 | I | Rush Creek ⁽¹⁹⁾ |
| Common Stock | | | | | | | | 28,267 | I | Testamentary Trust ⁽²⁰⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Performance Units ⁽²¹⁾ | (22) | | | | | | | (22) | (22) | Common Stock | | 118,132 | D | |

Explanation of Responses:

- Represents shares of common stock issued upon conversion of restricted stock units awarded to the Reporting Person on January 3, 2011, upon the vesting of such restricted stock units. The Company retained 6,050 of the 15,412 shares of common stock in satisfaction of the of the Reporting Person's individual minimum statutory withholding obligation at a price per share determined as of the vesting date
- Represents common stock retained by the Company in satisfaction of the Reporting Person's individual minimum statutory withholding obligation at a price per share determined as of the vesting date. Such disposition to the Company is in connection with the conversion of restricted stock units awarded on January 3, 2011 to the Reporting Person upon vesting of such restricted stock units.
- Represents conversion to common stock of restricted stock units awarded as part of the Company's Long Term Incentive Plan. Twenty-five percent (25%) of the total units awarded vested and are payable, solely in shares of common stock of the Company, on January 3, 2013.
- Represents 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 January 3, 2012 and on each January 3rd thereafter through January 3, 2015.
- Represents 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 5, 2009 award date.
- Represents restricted stock units awarded as a supplemental retirement benefit that vest and are payable solely in common stock of the Company upon the Reporting Person's retirement at or after age sixty (60).
- Represents shares of common stock held by a trust for the benefit of Reporting Person of which he serves as one of three trustees and shares voting and investment power.
- Represents shares of common stock held by each of Reporting Person's two children who reside in Reporting Person's household.
- Represents shares of common stock held by a trust for the benefit of a child (Carlisle Lipke-Ricci) of one of Reporting Person's siblings, of which the Reporting Person serves as one of four trustees and shares voting and investment power and as to which shares he disclaims beneficial ownership.
- Represents shares of common stock held by a trust for the benefit of a child of the Reporting Person (Elissa Kristina).
- Represents shares of common stock held in trust under the New York Uniform Transfers to Minors Act for the benefit of Reporting Person's child of which Reporting Person's sibling is custodian and as to which shares Reporting Person disclaims beneficial ownership.
- Represents the number of units held by the reporting person in the unitized stock fund of the Company's 401(k) Savings Plan. The unitized stock fund consists of stock of the Company and cash and other short term investments. The number of shares of stock represented by each unit fluctuates depending on the ratio of the number of shares of stock of the Company in the fund to other investments. The number of shares represented by each unit cannot be precisely determined.
- Represents shares of common stock held in trust under the New York Uniform Gift to Minors Act for the benefit of the husband of the Reporting Person's niece of which Reporting Person is custodian and as to which shares Reporting Person disclaims beneficial ownership (Jonathan Solomon).
- Represents shares of common stock held by a trust for the benefit of a child of the Reporting Person (Katherine Victoria).
- Represents shares of common stock held in trust under the New York Uniform Gift to Minors Act for the benefit of a child of the Reporting Person.
- Represents shares of common stock held by a trust for the benefit of Reporting Person of which the Reporting Person serves as one of five trustees and shares voting and investment power.
- Represents shares of common stock held by a trust for one of Reporting Person's siblings, of which the Reporting Person serves as one of five trustees and shares voting and investment power and as to which shares he disclaims beneficial ownership.
- Represents shares of common stock held by each of Reporting Person's two minor children who reside in Reporting Person's household.
- Represents shares of common stock of the Company owned by Rush Creek Investment Company, L.P. and held in trust for the benefit of Reporting Person. The Reporting Person disclaims beneficial ownership of shares owned by the trust and held for the benefit of the siblings of Reporting Person.
- Represents shares of common stock held by a trust created under the Last Will and Testament of Kenneth E. Lipke for the benefit of the mother of Reporting Person as to which trust Reporting Person serves as one of three trustees and shares voting and investment power and as to which shares he disclaims beneficial ownership.
- Represents Performance Units which will be awarded to the Reporting Person under the Company's Equity Stock Incentive Plan upon achievement of the targeted total shareholder return for a designated performance period. 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.
- Performance Units vest and are paid at the end of the three (3) consecutive calendar year period ending December 31, 2014 or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before December 31, 2014 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, 2014 or, if applicable, death, disability or retirement.

Remarks:

[lipkebjv2.htm](#)

[/s/Paul J. Schulz, Attorney in
Fact for Brian J. Lipke](#)

[01/07/2013](#)

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

BRIAN J. LIPKE
LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Gerald S. Lippes, Michael E. Storck and Paul J. Schulz, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Gibraltar Steel Corporation, a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this ____ day of December, 2005.

Brian J. Lipke

STATE OF NEW YORK

SS:

COUNTY OF _____

On the ____ day of December in the year 2005, before me, the undersigned, a notary public in and for said state, personally appeared Brian J. Lipke, personally known to me or provided to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s) or the person upon behalf of which the individual(s) acted, executed the instrument.

Notary Public

