

**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>  (Last) (First) (Middle) 75 ELMVIEW AVENUE  (Street) HAMBURG NY 14075  (City) (State) (Zip)	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
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/11/2010		A		18,750 <sup>(1)</sup>	A	\$9.38	178,283	D	
Common Stock	05/11/2010		D		18,750	D	\$14.4888	159,533	D	
Restricted Stock Unit (LTIP 01/02/2008)								25,602 <sup>(2)</sup>	D	
Restricted Stock Unit (LTIP 01/04/2010)								70,248 <sup>(3)</sup>	D	
Restricted Stock Unit (LTIP 01/05/2009)								49,355 <sup>(4)</sup>	D	
Restricted Stock Unit (LTIP 04/27/2007)								9,932 <sup>(5)</sup>	D	
Restricted Stock Unit (Retirement Supplement)								150,000 <sup>(6)</sup>	D	
Common Stock								896,040	I	Bonneville Trust <sup>(7)</sup>
Common Stock								3,900	I	Brian J. Lipke C/F Erica R. Lipke UTMA <sup>(8)</sup>
Common Stock								3,900	I	Brian J. Lipke C/F Kenneth E. Lipke UTMA <sup>(9)</sup>
Common Stock								9,407	I	Carlisle Lipke-Ricci Trust <sup>(10)</sup>
Common Stock								8,909	I	Elissa Kristina Lipke Trust <sup>(11)</sup>
Common Stock								8,700	I	Erica Rae Lipke Trust <sup>(12)</sup>
Common Stock								2,520	I	Erica Rae Lipke UGMANY Trust <sup>(13)</sup>
Common Stock								5,235.47	I	Gibraltar Industries, Inc. 401(k) Savings Plan <sup>(14)</sup>

**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								2,077	I	Jonathan Solomon UGMANY Trust <sup>(15)</sup>
Common Stock								10,507	I	Katherine Victoria Lipke Trust <sup>(16)</sup>
Common Stock								5,220	I	Katherine Victoria Lipke UGMANY Trust <sup>(17)</sup>
Common Stock								91,320	I	Ken Lipke Trust No. 2 (BJL subtrust) <sup>(18)</sup>
Common Stock								45,000	I	Ken Lipke Trust No. 2 (MAL subtrust) <sup>(19)</sup>
Common Stock								10,050	I	Kenneth Eric Lipke Trust <sup>(20)</sup>
Common Stock								2,520	I	Kenneth Eric Lipke UGMANY Trust <sup>(21)</sup>
Common Stock								2,100	I	Minor Children <sup>(22)</sup>
Common Stock								180,900	I	Rush Creek <sup>(23)</sup>
Common Stock								28,267	I	Testamentary Trust <sup>(24)</sup>

**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	Title	Amount or Number of Shares				
Option <sup>(25)</sup>	\$9.38	05/11/2010		D		18,750		07/18/2001	07/18/2010	Common Stock	0	\$0	0	D	
Performance Units <sup>(26)</sup>	(27)							(27)	(27)	Common Stock	180,000		180,000	D	

**Explanation of Responses:**

- Represents shares that were acquired by the Reporting Person in connection with the exercise of an option to purchase shares of common stock of the Company.
- Represents restricted stock units awarded as part of Company's Long Term Incentive Plan. Twenty-five percent (25%) of total units awarded vest and are payable solely in shares of common stock of the Company on each anniversary of the January 2, 2008 award date.
- 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 4, 2010 award date.
- 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 part of the Company's Long Term Incentive Plan. Twenty-five percent (25%) of total units awarded vest and are payable, solely in shares of common stock of the Company, on each anniversary of the April 27, 2007 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 in trust under the New York Uniform Transfers to Minors Act for the benefit of Reporting Person's niece of which Reporting Person is custodian and as to which shares Reporting Person disclaims beneficial ownership.
- Represents shares of common stock held in trust under the New York Uniform Transfers to Minors Act for the benefit of Reporting Person's nephew of which Reporting Person is custodian and as to which shares Reporting Person disclaims beneficial ownership.
- 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.

11. Represents shares of common stock held by a trust for the benefit of a child of the Reporting Person (Elissa Kristina).
12. Represents shares of common stock held by a trust for the benefit of a child (Erica Rae Lipke) of one of Reporting Person's siblings, of which the Reporting Person serves as one of three trustees and shares voting and investment power and as to which shares he disclaims beneficial ownership.
13. Represents shares of common stock held in trust under the New York Uniform Gift to Minors Act for the benefit of Reporting Person's niece of which Reporting Person is custodian and as to which shares Reporting Person disclaims beneficial ownership.
14. 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.
15. 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).
16. Represents shares of common stock held by a trust for the benefit of a child of the Reporting Person (Katherine Victoria).
17. 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.
18. 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.
19. 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.
20. Represents shares of common stock held by a trust for the benefit of a child (Kenneth Eric Lipke) of one of Reporting Person's siblings, of which the Reporting Person serves as one of three trustees and shares voting and investment power and as to which shares he disclaims beneficial ownership.
21. Represents shares of common stock held in trust under the New York Uniform Gift to Minors Act for the benefit of Reporting Person's nephew of which Reporting Person is custodian and as to which shares Reporting Person disclaims beneficial ownership.
22. Represents shares of common stock held by each of Reporting Person's two minor children who reside in Reporting Person's household.
23. 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.
24. 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.
25. Represents an option to purchase shares of common stock of the Company awarded to the Reporting Person pursuant to the Company's Incentive Stock Option Plan. Options are exercisable at a rate of twenty-five percent (25%) per year. The exercise price and number of underlying securities reflect a 3:2 stock split effected in November of 2004.
26. 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 each of three (3) consecutive calendar years. 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.
27. Performance Units are paid at the end of the three (3) consecutive calendar year performance period established under the award or, if earlier, upon death, disability or retirement. Performance Units are forfeited if employment is terminated before the end of the three (3) consecutive calendar year performance period for reasons other than death, disability or retirement. 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 the end of the three (3) consecutive calendar year performance period or, if applicable, death, disability or retirement.

**Remarks:**

lipkebjv2.HTM

[/s/Paul J. Schulz, Attorney in  
Fact for Brian J. Lipke](#)      [05/12/2010](#)

\*\* 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

