

DREW INDUSTRIES INC
Form 4
October 02, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Rose Edward W. III

(Last) (First) (Middle)

C/O DREW INDUSTRIES
INCORPORATED, 200
MAMARONECK AVENUE

(Street)

WHITE PLAINS, NY 10601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DREW INDUSTRIES INC [DW]

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2012

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)

6. Individual or Joint/Group Filing(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)			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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	09/28/2012		X			7,500	\$ 24.89	744,694	D	
Common Stock	09/28/2012		S			7,500	\$ 30.52	737,194	D	
Common Stock								200,000 ⁽²⁾	I	Shares held in a trust for wife
Common								27,840 ⁽²⁾	I	Shares

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Stock

held by wife

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

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SEC 1474 (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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 24.89	09/28/2012		X		7,500		12/15/2007	12/15/2012	Common Stock	7,500
Deferred Stock Units	\$ 0	09/30/2012		A		335.5		01/15/2013	01/15/2013	Common Stock	335.5
Deferred Stock Units	\$ 0	09/30/2012		A		60.19		01/15/2013	01/15/2013	Common Stock	60.19
Deferred Stock Units	\$ 0	09/30/2012		A		64.22		01/15/2013	01/15/2013	Common Stock	64.22
Deferred Stock Units	\$ 0	09/30/2012		A		59.61		01/15/2013	01/15/2013	Common Stock	59.61
Deferred Stock Units	\$ 0	09/30/2012		A		57.5		01/15/2013	01/15/2013	Common Stock	57.5

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Rose Edward W. III
C/O DREW INDUSTRIES INCORPORATED
200 MAMARONECK AVENUE
WHITE PLAINS, NY 10601

Signatures

/s/ Joseph S. Giordano III on behalf on Edward W.
Rose III

10/02/2012

__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).

- This transaction was executed in multiple trades at prices ranging from \$30.32 to \$30.68; the price reported above reflects the weighted
- (1) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
 - (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.

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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