

DREW INDUSTRIES INC
Form 4
December 26, 2012

FORM 4 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).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O DREW INDUSTRIES INCORPORATED, 200 MAMARONECK AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WHITE PLAINS, NY 10601

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/20/2012		J ⁽³⁾	256 A \$ 33.32	641,713	D	
Common Stock	12/21/2012		S	2,400 D \$ 33.25	639,313	D	
Common Stock					200,000 ⁽⁴⁾	I	Shares held in a trust for wife
Common					27,840 ⁽⁴⁾	I	Shares

Stock

held by
wife

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

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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)	Amount or Number of Shares
Deferred Stock Units	\$ 0	12/20/2012		J ⁽¹⁾	131.96	01/15/2013 01/15/2013	Common Stock	131.96

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

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

12/24/2012

____ 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).

- On December 20, 2012, as previously announced, registrant paid a special cash dividend of \$2.00 per share to holders of registrant's common stock. In accordance with registrant's Equity Award and Incentive Plan, as Amended and Restated, holders of deferred stock units received additional deferred stock units equivalent to \$2.00 per deferred stock unit held on December 20, 2012.
- (1) This transaction was executed at one price of \$33.25.
- (2) This transaction was executed at one price of \$33.25.

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- On December 20, 2012, as previously announced, registrant paid a special cash dividend of \$2.00 per share to holders of registrant's
- (3) common stock. In accordance with registrant's Equity Award and Incentive Plan, as Amended and Restated, holders of common stock still subject to vesting received additional common stock equivalent to \$2.00 per common stock held on December 20, 2012.
 - (4) 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. 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.