Schnur Jamie Form 4 December 26, 2012

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

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

2. Issuer Name and Ticker or Trading

DREW INDUSTRIES INC [DW]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

12/20/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * Schnur Jamie

(Middle)

(Last) (First)

C/O LIPPERT COMPONENTS. INC., 2703 COLLEGE AVENUE

(Street)

GOSHEN, IN 46528

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

Execution Date, if

TransactionAcquired (A) or (Month/Day/Year)

Symbol

Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

Code V Amount (D) Price

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

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information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. TransactionDerivative Code Securities

6. Date Exercisable and Expiration

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

CIO of Subsidiary

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

below)

10% Owner __X__ Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Reported

Transaction(s) (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

Underlying Securi (Instr. 3 and 4)

7. Title and Amou

5. Number of

(Month/Day/Year)

1

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A or Disposed (D) (Instr. 3, 4, and 5) | d of | | | | |
|----------------------------|------------------------------------|------------|------------------|--------------|--|----------|--------------------|-----------------------|-----------------|---------------------------|
| | | | | Code V | (A) | (D) Date | Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Deferred Stock Units | \$ 0 | 12/20/2012 | | J <u>(3)</u> | 159.64 | 11/ | /29/2015 | 11/29/2015 | Common Stock | 159 |
| Deferred Stock Units | \$ 0 | 12/20/2012 | | J <u>(3)</u> | 171.07 | 11/ | /15/2016 | 11/15/2016 | Common Stock | 171 |
| Deferred Stock Units | \$ 0 | 12/20/2012 | | <u>J(3)</u> | 179.17 | 01/0 | 01/2014(1) | 12/31/2017(1) | Common Stock | 179 |
| Deferred Stock Units | \$ 0 | 12/20/2012 | | <u>J(3)</u> | 179.17 | 11/2 | 20/2015 <u>(2)</u> | 11/20/2017 <u>(2)</u> | Common Stock | 179 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schnur Jamie

C/O LIPPERT COMPONENTS, INC. 2703 COLLEGE AVENUE GOSHEN, IN 46528

CIO of Subsidiary

Signatures

/s/ Joseph S. Giordano III on behalf of Jamie Schnur

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).
- (1) These performance-based Deferred Stock Unit dividends will vest at the rate of 2% for each \$0.01 that the Company's earnings per share in any year in the period 2013 2017 exceeds \$1.60.
- (2) These Deferred Stock Unit dividends vest at the rate of 33 1/3% per year in the years 3, 4 and 5.
- 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.

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.

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