

GIORDANO JOSEPH S III
Form 4
December 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
GIORDANO JOSEPH S 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)
12/20/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)		
				(A) or (D)	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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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0	12/20/2012	J ⁽⁴⁾		259.16		03/15/2017	03/15/2017	Common Stock	259
Deferred Stock Units	\$ 0	12/20/2012	J ⁽⁴⁾		131.21		03/15/2018	03/15/2018	Common Stock	131
Deferred Stock Units	\$ 0	12/20/2012	J ⁽⁴⁾		155.57		03/15/2014	03/15/2014	Common Stock	155
Deferred Stock Units	\$ 0	12/20/2012	J ⁽⁴⁾		225.09		11/15/2013 ⁽¹⁾	11/15/2017 ⁽¹⁾	Common Stock	225
Deferred Stock Units	\$ 0	12/20/2012	J ⁽⁴⁾		225.09		01/01/2013 ⁽²⁾	12/31/2017 ⁽²⁾	Common Stock	225
Deferred Stock Units	\$ 0	12/20/2012	J ⁽⁴⁾		132.55		03/15/2015	03/15/2015	Common Stock	132
Deferred Stock Units	\$ 0	12/20/2012	J ⁽⁴⁾		216.09		11/20/2013 ⁽¹⁾	11/20/2017 ⁽¹⁾	Common Stock	216
Deferred Stock Units	\$ 0	12/20/2012	J ⁽⁴⁾		216.09		01/01/2014 ⁽³⁾	12/31/2017 ⁽³⁾	Common Stock	216

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIORDANO JOSEPH S III C/O DREW INDUSTRIES INCORPORATED 200 MAMARONECK AVENUE WHITE PLAINS, NY 10601			CFO & Treasurer	

Signatures

/s/ Joseph S.
Giordano 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).
- (1) These Deferred Stock Unit dividends vest at the rate of 20% per year for 5 years.
 - (2) These performance-based Deferred Stock Unit dividends will vest at the rate of 1% for each \$0.01 that the Company's earnings per diluted share in any year in the period 2012 - 2016 exceeds 2010 earnings per diluted share of \$1.26.
 - (3) 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.
- On December 20, 2012, as previously announced, registrant paid a special cash dividend of \$2.00 per share to holders of registrant's
- (4) 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.