

Mereness Scott T  
 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 \*  
 Mereness Scott T

(Last) (First) (Middle)

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

(Street)

GOSHEN, IN 46528

(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  
 \_\_\_\_ Officer (give title below)  Other (specify below)

President of Subsidiaries

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 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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	46.39		03/15/2013	03/15/2013	Common Stock	46.39
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	45.43		03/15/2013	03/15/2013	Common Stock	45.43
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	43.5		05/15/2013	05/15/2013	Common Stock	43.5
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	47.42		08/15/2013	08/15/2013	Common Stock	47.42
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	45.92		11/15/2013	11/15/2013	Common Stock	45.92
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	39.63		03/15/2014	03/15/2014	Common Stock	39.63
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	920.55		03/15/2014	03/15/2014	Common Stock	920.55
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	40.32		05/15/2014	05/15/2014	Common Stock	40.32
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	36.42		08/15/2014	08/15/2014	Common Stock	36.42
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	45.06		11/15/2014	11/15/2014	Common Stock	45.06
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	36.7		03/15/2015	03/15/2015	Common Stock	36.7
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	320.48		03/15/2015	03/15/2015	Common Stock	320.48

Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	264.11	01/01/2014 <sup>(1)</sup>	12/31/2017 <sup>(1)</sup>	Common Stock	264
Deferred Stock Units	\$ 0	12/20/2012	J <sup>(3)</sup>	264.11	11/20/2013 <sup>(2)</sup>	11/20/2017 <sup>(2)</sup>	Common Stock	264

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mereness Scott T C/O LIPPERT COMPONENTS, INC. 2703 COLLEGE AVENUE GOSHEN, IN 46528			President of Subsidiaries	

## Signatures

/s/ Joseph S. Giordano III on behalf of Scott T.  
Mereness

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 20% per year for 5 years.
- (3) 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.