DREW INDUSTRIES INC

Form 4

January 03, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

obligations

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * Rose Edward W. III

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

Symbol

DREW INDUSTRIES INC [DW]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2012

X_ Director 10% Owner Officer (give title Other (specify

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)

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

below)

WHITE PLAINS, NY 10601

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

(Instr. 3)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

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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	12/31/2012		A	309.29	01/15/2013	01/15/2013	Common Stock	309.29
Deferred Stock Units	\$ 0	12/31/2012		A	57.75	01/15/2013	01/15/2013	Common Stock	57.75
Deferred Stock Units	\$ 0	12/31/2012		A	53.94	01/15/2013	01/15/2013	Common Stock	53.94
Deferred Stock Units	\$ 0	12/31/2012		A	56.56	01/15/2013	01/15/2013	Common Stock	56.56
Deferred Stock Units	\$ 0	12/31/2012		A	54.31	01/15/2013	01/15/2013	Common Stock	54.31
Deferred Stock Units	\$ 0	12/31/2012		A	56.56	01/15/2013	01/15/2013	Common Stock	56.56

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Rose Edward W. III						

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



Signatures

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

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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