

Smith Christopher Lee
 Form 4
 February 27, 2013

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 *
 Smith Christopher Lee

(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)
 02/25/2013

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)
 Corporate Controller & Assista

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 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)	Price		
				Code V	Amount		
Common Stock	02/25/2013		X	1,200 A	\$ 8.09 1,200	D	
Common Stock	02/25/2013		X	950 A	\$ 17.49 2,150	D	
Common Stock	02/25/2013		X	1,400 A	\$ 17.67 3,550	D	
Common Stock	02/25/2013		S	3,550 D	\$ 36.43 0	D	
					<u>(2)</u>		

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options	\$ 8.09	02/25/2013		X	1,200	11/12/2009 ⁽¹⁾ 11/12/2014 ⁽¹⁾	Common Stock	1,200
Employee Stock Options	\$ 17.49	02/25/2013		X	950	11/18/2010 ⁽¹⁾ 11/18/2015 ⁽¹⁾	Common Stock	950
Employee Stock Options	\$ 17.67	02/25/2013		X	1,400	11/29/2011 ⁽¹⁾ 11/29/2016 ⁽¹⁾	Common Stock	1,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith Christopher Lee
C/O DREW INDUSTRIES INCORPORATED
200 MAMARONECK AVENUE
WHITE PLAINS, NY 10601

Corporate Controller & Assistant

Signatures

/s/ Christopher L. Smith 02/26/2013

**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) Employee Stock Options become exercisable at the rate of 20% per year for 5 years.

This transaction was executed in multiple trades at prices ranging from \$36.40 to \$36.47; the price reported above reflects the weighted

(2) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

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

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