

Milman Harvey F
Form 4
March 04, 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 *
Milman Harvey F

2. Issuer Name and Ticker or Trading Symbol
DREW INDUSTRIES INC [DW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O DREW INDUSTRIES
INCORPORATED, 200
MAMARONECK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Chief Legal Officer

(Street)
WHITE PLAINS, NY 10601

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/28/2013		X	3,203	A	\$ 29.11	11,003	D
Common Stock	02/28/2013		S	3,203	D	\$ 36.58 (1)	7,800	D
Common Stock	03/01/2013		X	6,797	A	\$ 29.11	14,597	D
Common Stock	03/01/2013		S	6,797	D	\$ 36.61 (3)	7,800	D

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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	\$ 29.11	02/28/2013		X	3,203	11/15/2008 ⁽²⁾ 11/15/2013 ⁽²⁾	Common Stock	3,203
Employee Stock Options	\$ 29.11	03/01/2013		X	6,797	11/15/2008 ⁽²⁾ 11/15/2013 ⁽²⁾	Common Stock	6,797

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Milman Harvey F C/O DREW INDUSTRIES INCORPORATED 200 MAMARONECK AVENUE WHITE PLAINS, NY 10601			VP - Chief Legal Officer	

Signatures

/s/ Joseph S. Giordano III on behalf of Harvey F. Milman

03/04/2013

__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) This transaction was executed in multiple trades at prices ranging from \$36.55 to \$36.61; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which

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the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

- (2) 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 \$36.60 to \$36.61; the price reported above reflects the weighted

- (3) 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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