

REED DAVID A
Form 4
April 02, 2013

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 *
REED DAVID A

(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)
03/31/2013

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)

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)	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 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	03/31/2013	A		289.73		01/15/2014	01/15/2014	Common Stock	289.73
Deferred Stock Units	\$ 0	03/31/2013	A		133.72		01/15/2014	01/15/2014	Common Stock	133.72
Deferred Stock Units	\$ 0	03/31/2013	A		51.66		01/15/2014	01/15/2014	Common Stock	51.66
Deferred Stock Units	\$ 0	03/31/2013	A		49.75		01/15/2014	01/15/2014	Common Stock	49.75
Deferred Stock Units	\$ 0	03/31/2013	A		46.96		01/15/2014	01/15/2014	Common Stock	46.96
Deferred Stock Units	\$ 0	03/31/2013	A		46.15		01/15/2014	01/15/2014	Common Stock	46.15
Deferred Stock Units	\$ 0	03/31/2013	A		92.99		01/15/2014	01/15/2014	Common Stock	92.99
Deferred Stock Units	\$ 0	03/31/2013	A		46.5		01/15/2014	01/15/2014	Common Stock	46.5
Deferred Stock Units	\$ 0	03/31/2013	A		93.52		01/15/2014	01/15/2014	Common Stock	93.52
Deferred Stock Units	\$ 0	03/31/2013	A		47.44		01/15/2014	01/15/2014	Common Stock	47.44

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REED DAVID A
C/O DREW INDUSTRIES INCORPORATED X
200 MAMARONECK AVENUE
WHITE PLAINS, NY 10601

Signatures

/s/ Joseph S. Giordano III on behalf of David A.
Reed

04/02/2013

__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).

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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