ZINN FREDRIC Form 4 May 15, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and AZINN FREI	Symbol	2. Issuer Name and Ticker or Trading Symbol DREW INDUSTRIES INC [DW]			5. Relationship of Reporting Person(s) to Issuer				
		DREW	DREW INDESTRIES INC [DW]			(Check all applicable)			
(Last)	(First) (M	fiddle) 3. Date of	Earliest Tra	ansaction					
		(Month/D	ay/Year)		Director		6 Owner		
C/O DREW	05/13/20	05/13/2015			Officer (give titleX Other (specify below)				
INCORPOR					Former President & CEO				
MAMARO	NECK AVENUE				T OTHIC	i i resident ee e.	20		
	1 If Ame	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				
	THEU(MOI								
WHITE DI	AINS, NY 10601					More than One Re			
WIIIILIL	AIIV5, IVI 10001				Person				
(City)	(State)	(Zip) Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o		
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
					Following	(Instr. 4)	(Instr. 4)		

are of cial ship 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) Common 05/13/2013 M 11,873 A \$0 63,647 D Stock **Shares** Common 3,718 (1) Ι held by Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securitie		
Security	or Exercise		any	Code	Secu	rities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Acquired (A) or					
	Derivative				Disp	osed of (D)				
	Security				(Inst	r. 3, 4, and 5)				
							Date Exercisable	Expiration Date	Title	Amour or Numbe
				Code V	(A)	(D)				of Sha
Stock	\$ 0 (2)	05/13/2013		M		11,872.27	05/13/2013	05/13/2013	Common Stock	11,87
	1. Title of Derivative Security (Instr. 3) Deferred Stock Units	Derivative Security (Instr. 3) Deferred Stock Conversion or Exercise Price of Derivative Security	Derivative Security or Exercise Price of Derivative Security Deferred Stock \$0 (2) 05/13/2013	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Deferred Stock \$0 \frac{(2)}{2}\$ 05/13/2013	Derivative Conversion (Month/Day/Year) Execution Date, if any Code (Instr. 3) Price of Derivative Security Code V Deferred Stock \$0 (2) 05/13/2013 Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative or Exercise (Instr. 3) Price of Derivative Security (Month/Day/Year) Disp (Instr. 4) Derivative Security (Month/Day/Year) Code V (A) Code V (A) Deferred Stock \$ 0 (2) 05/13/2013	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security Security or Exercise (Instr. 3) Price of Derivative Security Secur	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3) Price of Derivative Security Security Security Security Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Stock \$0 (2) 05/13/2013 M 11,872.27 05/13/2013	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security Security Operative (Instr. 3) Price of Derivative Security Security Security Security Security Security Security Security Security Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Code V (A) (D) Deferred Stock \$0 (2) 05/13/2013 M 11,872.27 05/13/2013 05/13/2013	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3) Price of Derivative Security Security (Month/Day/Year) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) (Instr. 3, 4, and 5) Date Expiration Date (Instr. 3 and 4) Code V (A) (D) Deferred Stock \$0 (2) 05/13/2013

Reporting Owners

Reporting Owner Name / Address	J	Relationships	

Director Other 10% Owner Officer

ZINN FREDRIC

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

Former President & CEO

Signatures

/s/ Joseph S. Giordano III on behalf of Fredric M. Zinn

05/15/2013

**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).
- The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
- (2) Each deferred stock unit represents a contingent right to receive one share of DW common stock.

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.

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