DREW INDUSTRIES INC

Form 4

November 22, 2013

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

OMB Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GIORDANO JOSEPH S III

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol DREW INDUSTRIES INC [DW]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Check all applicable) Director 10% Owner

CFO & Treasurer

C/O DREW INDUSTRIES **INCORPORATED, 3501 COUNTY ROAD 6 EAST**

(Street)

(State)

(Month/Day/Year) 11/20/2013

X_ Officer (give title Other (specify below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

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

Person

ELKHART, IN 46514

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

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

(A) or

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

Price Code V Amount (D)

Common Stock

11/20/2013

764 \$0 M A 2,560

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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 or 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 Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Deferred Stock Units	\$ 0	11/20/2013		A	3,600		11/20/2014(1)	11/20/2018	Common Stock	3,
Deferred Stock Units	\$ 0	11/20/2013		A	3,600		01/01/2015(2)	12/31/2018	Common Stock	3,
Deferred Stock Units	\$ 0 (3)	11/20/2013		M		763.22	11/20/2013	11/20/2013	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
• 0	Director	10% Owner	Officer	Other			

GIORDANO JOSEPH S III C/O DREW INDUSTRIES INCORPORATED 3501 COUNTY ROAD 6 EAST ELKHART, IN 46514

CFO & Treasurer

Signatures

/s/ Joseph S. Giordano III

**Signature of Reporting Date
Person

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) These Deferred Stock Units vest at the rate of 20% per year for 5 years.
- These performance-based Deferred Stock Units will vest at the rate of two (2) percent for each \$0.01 that the Company's earnings per diluted share in any year in the period 2014 2018 exceeds the greater of \$2.08 or the highest earnings per diluted share for any prior year in the vesting period.
- (3) 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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