DREW INDUSTRIES INC

Form 4

November 22, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LIPPERT JASON

2. Issuer Name and Ticker or Trading Symbol

DREW INDUSTRIES INC [DW]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

3. Date of Earliest Transaction

_X__ Director

10% Owner

C/O DREW INDUSTRIES INCORPORATED, 3501 COUNTY

(First)

ROAD 6 EAST

(Last)

(Month/Day/Year)

11/20/2013

X_ Officer (give title

Other (specify

below)

Chief Executive Officer

(Check all applicable)

(Street)

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 Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ELKHART, IN 46514

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

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

5. Amount of Securities Beneficially Owned Following

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

Reported (A) or

Transaction(s) (Instr. 3 and 4)

(D) Code V Amount Price

Common Stock

(Instr. 3)

11/20/2013

M 1,188 Α

\$0 47,442

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. Transactio 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 An Underlying Sec (Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A C
Deferred Stock Units	\$ 0	11/20/2013		A	5,600	` ,	11/20/2014(1)	11/20/2018	Common Stock	
Deferred Stock Units	\$ 0	11/20/2013		A	5,600		01/01/2015(2)	12/31/2018	Common Stock	
Deferred Stock Units	\$ 0 (3)	11/20/2013		M		1,187.23	11/20/2013	11/20/2013	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
LIPPERT JASON C/O DREW INDUSTRIES INCORPORATED 3501 COUNTY ROAD 6 EAST ELKHART, IN 46514	X		Chief Executive Officer			

Signatures

/s/ Joseph S. Giordano III on behalf of Jason D.
Lippert 11/22/2013

**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) 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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