DREW INDUSTRIES INC

Form 4

January 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

may continue.

Check this box

SECURITIES obligations

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 * **GERO JAMES**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) DREW INDUSTRIES INC [DW]

(Check all applicable)

01/15/2014

(Month/Day/Year)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify below)

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

(Street)

(State)

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

ELKHART, IN 46514

(City)

1. Title of

Security

(Instr. 3)

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

(Zip)

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)

(A) or

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

Price Code V Amount (D)

Common 01/15/2014 Stock

3,482 M \$0 (1)

 $156,225 \frac{(2)}{2}$

D

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

(Month/Day/Year)

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
	Security				(Inst 5)	r. 3, 4, and	Date Exercisable	Expiration Date	Title	Amount or Number of
				Code V	(A)	(D)				Shares
Deferred Stock Units	\$ 0	01/15/2014		M		3,481.25 (1)	01/15/2014	01/15/2014	Common Stock	3,482

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GERO JAMES C/O DREW INDUSTRIES INCORPORATED 3501 COUNTY ROAD 6 EAST ELKHART, IN 46514	X					

Signatures

/s/ Joseph S. Giordano III on behalf of James F.
Gero
01/17/2014

**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).
- Includes 133 shares received as a result of a special cash dividend of \$2.00 per share paid to holders of registrant's common stock on

 (1) January 6, 2014. In accordance with the registrant's Equity Award and Incentive Plan, holders of deferred stock units received additional deferred stock units equivalent to \$2.00 per deferred stock unit held on January 6, 2014.
- Includes 102 shares received as a result of a special cash dividend of \$2.00 per share paid to holders of registrant's common stock on (2) January 6, 2014. In accordance with the registrant's Equity Award and Incentive Plan, holders of restricted stock received additional shares of restricted stock equivalent to \$2.00 per share of restricted stock held on January 6, 2014.

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.

Reporting Owners 2