

DREW INDUSTRIES INC
Form 4
February 13, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Mereness Scott T

(Last) (First) (Middle)

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

(Street)

ELKHART, IN 46514

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DREW INDUSTRIES INC [DW]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2014

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)
President

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/11/2014		M		4,850 (1)	A	\$ 0 42,300 D
Common Stock	02/11/2014		A		13,225 (2)	A	\$ 0 55,525 D

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

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SEC 1474
(9-02)

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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 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 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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
						(A)	(D)	
Deferred Stock Units	\$ 0 ⁽³⁾	02/11/2014		M	4,849.01 ₍₁₎	02/11/2014	02/11/2014	Common Stock
Deferred Stock Units	\$ 0	02/11/2014		A	9,353.94 ₍₅₎	03/15/2017	03/15/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mereness Scott T
C/O DREW INDUSTRIES INCORPORATED
3501 COUNTY ROAD 6 EAST
ELKHART, IN 46514

President

Signatures

/s/ Joseph S. Giordano III on behalf of Scott T. Mereness

02/13/2014

**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).

(1) Includes 185 shares received as a result of a special cash dividend of \$2.00 per share paid to holders of registrant's common stock on 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.

(2) Shares of Common Stock were issued to Mr. Mereness in accordance with his Amended and Restated Executive Employment and Non-Competition Agreement dated March 4, 2013. The sale of these shares of Common Stock is restricted for a period of one year from the award date.

(3) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.

(4) Includes 2,215 shares received as a result of a special cash dividend of \$2.00 per share paid to holders of registrant's common stock on 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.

(5) Deferred Stock Units were granted to Mr. Mereness in lieu of cash compensation of \$430,094 in accordance with his Amended and Restated Executive Employment and Non-Competition Agreement dated March 4, 2013.

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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