DREW INDUSTRIES INC

Form 4

February 13, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

if no longer

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 30(h) of the Investm

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GIORDANO JOSEPH S III Issuer Symbol DREW INDUSTRIES INC [DW] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O DREW INDUSTRIES 02/11/2014 below) **INCORPORATED, 3501 COUNTY** CFO & Treasurer **ROAD 6 EAST** (Street) 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 ELKHART, IN 46514 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D) Common 3,968 02/11/2014 M \$0 6,528 D (1) Stock

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

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(9-02)

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 Derivative actionSecurities Acquired (A) or Disposed of (D) 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A. Underlying Se (Instr. 3 and 4
	Security						Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			
Deferred Stock Units	\$ 0 (2)	02/11/2014		M		3,967.37 (1)	02/11/2014	02/11/2014	Common Stock
Deferred Stock Units	\$ 0	02/11/2014		A	2,424.16 (4)		03/15/2017	03/15/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address

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 02/13/2014

**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).
- Includes 152 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.
- (2) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.
- Includes 1,795 shares received as a result of a special cash dividend of \$2.00 per share paid to holders of registrant's common stock on (3) 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.
- (4) Deferred Stock Units were granted to Mr. Giordano in lieu of cash compensation of \$111,463 in accordance with his Executive Employment and Non-Competition Agreement dated February 10, 2012, as amended April 10, 2013.

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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