

DREW INDUSTRIES INC
Form 4
April 02, 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 *
GERO JAMES

(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)
03/31/2014

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)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)			(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0	03/31/2014	A		322.88 <u>(1)</u>		01/15/2015	01/15/2015	Common Stock	322.88
Deferred Stock Units	\$ 0	03/31/2014	A		62.5 <u>(1)</u>		01/15/2015	01/15/2015	Common Stock	62.5
Deferred Stock Units	\$ 0	03/31/2014	A		37.57 <u>(1)</u>		01/15/2015	01/15/2015	Common Stock	37.57
Deferred Stock Units	\$ 0	03/31/2014	A		58.45 <u>(1)</u>		01/15/2015	01/15/2015	Common Stock	58.45
Deferred Stock Units	\$ 0	03/31/2014	A		58.36 <u>(1)</u>		01/15/2015	01/15/2015	Common Stock	58.36
Deferred Stock Units	\$ 0	03/31/2014	A		56.64 <u>(1)</u>		01/15/2015	01/15/2015	Common Stock	56.64

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

04/02/2014

 **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).

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- (1) DSUs issued at quarter end as part of director compensation. Number of DSUs issued based on closing market price on the day preceding the Board or Committee meeting.

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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